TERMINATOR 4:

SALVATION

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T E R M I N A T O R 4 :

S A L V A T I O N

SUPER ON BLACK:

LONGVIEW STATE CORRECTIONAL FACILITY, TEXAS, 2003.

FADE IN ON:

INT. DEATH ROW/CELL - DAWN

START TIGHT ON MARCUS WRIGHT. He's an intense, powerful man, 20's-30's, his head shaven. Marcus stares INTO CAMERA with a resigned expression. We hear the voice of a PRIEST:

PRIEST
Yea, though I walk through the valley of the shadow of death, I will fear no evil: for thou art beside me; thy rod and thy staff they comfort me...

CAMERA PULLS BACK, straight up. MARCUS lies in his cot, staring at the ceiling. He's smoking a CIGARETTE. This OVERHEAD ANGLE reveals a PRIEST with a BIBLE, in a folding chair beside him. A CHESS SET, stacks of BOOKS, WRITING MATERIALS in the cell. TWO GUARDS wait, shackles in hand.

MARCUS has no interest in scripture. He blows a cloud of SMOKE which drifts in the direction of the PRIEST, who blinks and shuts his bible.

One of the GUARDS unlocks the cell door for--

DR. SERENA KOGAN. She's in her 30's-50's, brilliant, attractive, but thin and pale, a scarf tied around her head. She carries a CLIPBOARD. The PRIEST backs off to give her some privacy with Marcus.

SERENA
Marcus-- I'm Doctor Serena Kogan, I'm with Project Angel. You consented to donate your body to science...

(CONTINUED)

CONTINUED:

MARCUS
Yeah, I’m pretty much done with it.

SERENA
You’ve been chosen for our research.

MARCUS
Chosen? Lucky me.

SERENA
We just need a couple of signatures...

Marcus sits up, she passes him the clipboard and pen-- he notes that her hands are SHAKING.

MARCUS
You don’t need to be scared.

SERENA
I’m not. It’s nerve degeneration.

MARCUS looks up from the form, takes in the scarf covering her sparse hair.

MARCUS
Cancer?

SERENA
(nods)
You’re not the only one with a death sentence.

MARCUS meets her eyes. She studies him a beat.

SERENA (cont'd)
What you’re doing is important, Marcus. Our work is still highly experimental... but you may be helping people in ways you can’t begin to imagine.

MARCUS
I’m a regular hero.

With that sarcastic comment, he SIGNS HIS NAME-- we see the words “PROJECT ANGEL” at the top of DENSE TYPE on the form.

SERENA takes the clipboard, starts to rise. She touches his hand for a moment.

CONTINUED: (2)

SERENA
Thank you. And... I’m sorry.

MARCUS
No one lives forever.

THE GUARD sees SERENA out.

INT. DEATH ROW/CORRIDOR - NIGHT

LOW ANGLE - MARCUS’ CHAINED ANKLES clank as the GUARDS lead him down the corridor, past PRISONERS in their cells; some avert their eyes, others give a nod or raise a fist.

PRIEST (V.O.)
Marcus, this is your last opportunity to make a confession...

MARCUS stares straight ahead, taking deep, steady breaths, struggling not to succumb to fear.

PRIEST (V.O.) (cont’d)
Is there nothing you would say to Officer Martinez’ family?

INT. DEATH ROW/EXECUTION CHAMBER - NIGHT

CLOSE - BUCKLES TIGHTEN... AN ALCOHOL SWAB on MARCUS’ FOREARM... A NEEDLE punctures his skin.

MARCUS (V.O.)
What can I say. I was seventeen, I was angry, I was stupid.

FINGERS turn the VALVE to release the LETHAL CHEMICALS.

CLOSE ON MARCUS’ EYES, looking up toward--

THE DEADLY I.V., running into his arm.

From this, he looks toward--

HIS REFLECTION in a one-way mirror, the dim shapes of WITNESSES beyond.

(CONTINUED)

CONTINUED:

MARCUS (V.O.) (cont'd)
Yeah... I'm sorry about it. I'm sorry about everything. The whole goddamn world...

As the lethal injection takes hold, his POV moves to BRIGHT LIGHTS overhead, losing FOCUS and BLEACHING TO WHITE...

From the WHITE SCREEN, a FACE emerges, backlit, blurred-- it's SERENA. She's in focus for just a moment, leaning INTO CAMERA-- then moves OUT OF FRAME.

CUT TO BLACK.

SUPER ON BLACK:

SOUTH-CENTRAL SECTOR, NORTH AMERICA, 2018

EXT. CORNFIELD - DUSK

CORNSTALKS as far as the eye can see, rustling in a summer breeze. FIGURES are moving within the FIELD. We only make them out in SILHOUETTE, but all carry HEAVY RIFLES.

INT. A-10 COCKPIT - DUSK

A COMPUTER TARGETING SCREEN - the FIGURES are HIGHLIGHTED in this tactical display, as is an OCTAGONAL HATCH into the ground beneath the corn.

EXT. CORNFIELD - DUSK

THE FIGURES in the corn look up-- we hear an AIRCRAFT APPROACH with a JET WHINE--

FWOOM! A MASSIVE CONCUSSION as a BUNKER-BUSTING MISSILE BORES into the earth at high-velocity, burrowing deep--

--then a HUGE BLAST - FLAME and DIRT are thrown high in the air, many of the FIGURES blown sky-high.

A FLAMING BODY hits the ground IN FG, FACE TO CAMERA... we now see it was a STEEL TERMINATOR-- its METAL SKULL BLOWN OPEN and SCORCHED, its RED EYES SHATTERED.

(CONTINUED)

CONTINUED:

A-10 WARTHOGS-- stubby attack planes-- SCREAM from the sky, RAKING THE REMAINING FIGURES with CANNON FIRE, BLASTING THEM to bits. These aircraft no longer bear traditional U.S. insignia-- they're painted in WILD COLORS, graffiti lettering says things like: "BOT BLASTER," "KILL FOR CONNOR," "RAGE AGAINST THE MACHINES," etc... Resistance fighters.

Motley military and civilian CHOPPERS LAND in the CORNFIELD, disgorging RESISTANCE SOLDIERS. These are human troops in high-tech HELMETS, carrying slightly futuristic conventional ASSAULT WEAPONS.

THE WARTHOGS veer off, laying NAPALM in the distance behind the SOLDIERS. The troops run toward--

--AN OPENING which has been blown into the ground, the remains of the octagonal hatch where the bunker-buster hit.

A surviving TERMINATOR rises from the SINGED CORN, FIRES its PLASMA RIFLE--

--DROPPING A SOLDIER. His comrades FIRE EXPLOSIVE BULLETS-- and BLOW THE ROBOT APART. The LEADER of this assault group waves his soldiers to enter the dark hatchway.

INT. UNDERGROUND FACILITY/CORRIDOR - NIGHT

COLLAPSED CEILINGS, FLAMES, a high-tech installation in ruins; RED LIGHTING, distinctive of Skynet environments.

SOLDIERS flick on HELMET LAMPS and make their way carefully inside-- pretty deserted. They kick aside rubble to enter--

INT. UNDERGROUND FACILITY/ROBOTIC ROOM - NIGHT

HELMET BEAMS play over BANKS OF ELECTRONICS and--

--a dozen fixed, INDUSTRIAL ROBOTS-- not remotely HUMANOID-- engaged in mysterious tasks, mechanical arms at work.

THE SOLDIERS rake the room with GUNFIRE-- MACHINERY collapses, SPARKS from EXPLODING CIRCUITRY.

INT. UNDERGROUND FACILITY/CORRIDOR - NIGHT

Deeper into the complex, A HEAVY DOOR BLOWS off its hinges.

(CONTINUED)

CONTINUED:

TEAM LEADER
Clear!

SOLDIERS move from cover and through the blown door.

INT. UNDERGROUND FACILITY/STORAGE ROOM - NIGHT

TUBES and FIBER-OPTIC CABLES run into DOZENS OF GLASS CYLINDERS filled with translucent PINK LIQUID. The SOLDIERS make their way in, alert-- but nothing's moving in here.

THE TEAM LEADER peers into a cylinder, aims his HEADLAMP at--

--A small MASS OF TISSUE floating inside, connected to a dense network of FIBER-OPTIC CABLES... it's a HUMAN BRAIN.

TEAM LEADER
Oh God.

THE TEAM LEADER recoils-- but before he can say more, the ROOM SHAKES with a DEAFENING ROAR.

EXT. CORNFIELD - NIGHT

A huge ESCAPE SHIP rises straight up from an open HATCHWAY. Nearby TROOPS crouch and FIRE after it. THE SHIP PIVOTS in mid-air and ROARS OFF, SOLDIERS dodging the ENGINE BLAST.

INT. UNDERGROUND FACILITY/STORAGE ROOM - NIGHT

THE TEAM LEADER speaks into his headset. The OTHER SOLDIERS inspect the many CYLINDERS, react in horror and shock.

TEAM LEADER
You will not believe the shit we found down here--

As he speaks, CAMERA FINDS a GREEN LED on the ceiling-- which suddenly FLASHES RED and BLINKS RAPIDLY--

EXT. CORNFIELD - NIGHT

WIDE - AN IMMENSE SUBTERRANEAN BLAST causes a few hundred yards square to SWELL and then COLLAPSE.

(CONTINUED)

CONTINUED:

JETS of FLAME, SMOKE and DIRT RISE in the aftermath.

INT. CHOPPER - NIGHT

A PANICKED PILOT on the radio:

PILOT
--repeat, that was not us! A ship escaped, they musta blown the place themselves! Jesus, a lot of our guys were still down there...

EXT. CORNFIELD - NIGHT

SOLDIERS above ground help the WOUNDED to EVAC CHOPPERS.

IN FG, FIND the STEEL SKULL of the dead TERMINATOR.

DISSOLVE TO:

EXT. CORNFIELD - DAY

SAME ANGLE-- the TERMINATOR now half-sunk in mud. A FIELD MOUSE has nested in its skull cavity, seeking shelter from RAINDROPS.

Months have passed, the season changed-- CORN long dead, a black stubble. RAIN falls.

A PATCH OF MUD stirs-- something below is moving. The MUD roils, seeming to assume a HUMAN SHAPE...

EYES OPEN, looking around in shock, the naked FIGURE is so drenched in mud we can't recognize it at first. The figure rises, looks up at the sky, and FALLING RAIN washes away mud from his face... it's MARCUS WRIGHT. He opens his mouth, makes a few GUTTURAL NOISES... then SCREAMS.

CAMERA PULLS UP from MARCUS' AGONIZED FACE...

CUT TO:

EXT. PLATEAU - EVENING

BARE FEET trudge through the dirt. MARCUS moves along a slight rise, wrapped in torn and filthy RAGS, mud caked on his body. Eerie silence. Reaching the edge of a rise, he sees in the distance--

A DECIMATED CITY, buildings collapsed into rubble.

EXT. DEAD CITY - NIGHT

MOONLIGHT. THE SKELETON of a large DOG lies on the ground, partially covered by a dusting of SNOW. It still bears a rotting COLLAR attached to a CHAIN.

MOVE to a CHAIN-LINK FENCE, partially collapsed, a singed, faded sign: "BEWARE OF DOG."

WIDER, we're in the low-rent district of this CITY IN RUINS-- rubble, random walls still stand. Hulks of cars, rusted, windowless. It's been over a decade since the bombs fell.

MARCUS is the only thing alive here. He moves down this block, picks up a handful of SNOW, brings it to his lips.

A COLLAPSED NEWSSTAND. MARCUS walks past the racks, picks up a MAGAZINE which crumbles in his hands.

A HUMAN SKELETON, clothes in tatters, is half-buried behind the collapsed counter. There's a bulge in its shirt pocket.

MARCUS gingerly reaches into the pocket and fishes out a cellophane-wrapped PACK OF CIGARETTES and a butane LIGHTER.

MARCUS sits on a piece of rubble by the skeleton. He tears open the packet and puts a dried-out, stale cigarette to his lips, tries the lighter a few times, finally gets a flame. He lights the cig, inhales deeply-- he waits for a rush, feels nothing. He takes a few more drags, increasingly disappointed, then flicks the cigarette away.

He rises, looks toward a caved-in STOREFRONT, makes out a clothing store's TATTERED SIGN on the ground, amidst broken glass: "SALE! GOING OUT OF BUSINESS! EVERYTHING MUST GO!"

INT. RUINED CLOTHING STORE - NIGHT

FALLEN RACKS, CLOTHES and SHOES covered in years of dust and rubble. MARCUS, grateful to be rid of the rags, has pulled on jeans and sneakers, using the CIGARETTE LIGHTER for illumination. He kicks away some FALLEN CEILING TILES from a RACK OF ARMY JACKETS. He holds one up-- looks good.

INT. RUINED BAR - NIGHT

Partially collapsed, a downscale watering hole. Broken stools, booths, a dead pinball machine. MARCUS, dressed now, again using the LIGHTER to find his way, sorts through the broken glass and rubble behind the bar, comes up with--

A DUSTY BOTTLE OF WHISKY.

MARCUS
Hallelujah.

He unscrews the cap, raises the bottle to a SKELETON on the floor nearby. Marcus takes a long pull-- and CHOKES, instantly dizzy. He sinks to the floor, passing out.

CUT TO BLACK.

MEMORY MONTAGE: quick, fragmentary, impressionistic POVs, blurred, altered. SFX of HEARTBEATS, a RESPIRATOR.

--WEBS of TUBES and FIBER-OPTICS FILLS THE FRAME.

--GRIDS OF LASER LIGHT scan rapidly INTO CAMERA.

--DIGITAL DISPLAYS blink through murky LIQUID. SERENA moves INTO FRAME, a look of concentration on her face as she peers through the LIQUID, INTO CAMERA. She starts to smile.

DISSOLVE TO:

EXT. DEAD CITY - DAY

BLUE SKY. TILT DOWN to find MARCUS, who plods on through the dead city's outskirts. He pauses near a collapsed BUS KIOSK. A SMILING WOMAN stares out at him from a faded ADVERTISEMENT.

MARCUS studies the woman. She's nothing like Serena, but her expression recalls the beckoning vision.

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He runs his hand over the image of her face, pulls away a chunk of cracked, graffitied GLASS over the poster. Then he carefully tears the poster to remove the woman's face, folds the paper, slips it in a pocket and continues on.

EXT. HIGHWAY - NIGHT

Deserted, CAR HULKS about, crumbling SKELETONS at the wheels. MARCUS moves down the center of the freeway on this MOONLIT NIGHT, paying little attention to anything around him. We're in mostly flat, treeless plains.

From the opposite direction, FIGURES approach, moving through the darkness. Marcus hurries excitedly toward them, the first living creatures he's seen. He waves.

MARCUS
Hey! Yo, over here!

The FIGURES pause, turning toward him in unison.

MARCUS (cont'd)
Damn it's good to see you guys, I felt like I was the last man on...

He freezes in his tracks. These aren't humans. They're T-400s-- PLASTIC-SKINNED TERMINATORS-- armed with PLASMA RIFLES. They wear a motley collection of found CLOTHING, but their male humanoid faces are identical, unnatural and motionless, like masks. Their EYES FLICKER RED as they scan him.

MARCUS (cont'd)
Oh God...

Marcus backs away, runs. The T-400s stare after him-- but don't fire.

ANGLE THROUGH BINOCULAR MASK - MARCUS running for all he's worth, heading toward the viewer. We hear a muttering VOICE:

BOY
Hey mister, where you goin' in such a hurry?

ANGLE ON A BOY, scrawny and filthy, in his early to mid teens. He crouches on the supports of a FREEWAY SIGN.

(CONTINUED)

CONTINUED:

He wears layers of TATTERED, OVER-SIZED CLOTHING. He scrambles quickly down from the sign.

AT AN OFF-RAMP, Marcus' pace slows as he moves to get off the freeway, when--

THE BOY emerges from behind some RUBBLE, holding a HANDGUN in one hand, a lit OIL LANTERN in the other.

BOY (cont'd)
Whoah, whoah-- hang on there. Got any food?

Marcus raises his hands, shakes his head. The boy looks him over dubiously.

BOY (cont'd)
You look like you been eating pretty good.

The boy moves closer, puts down the LANTERN, frisks Marcus with one hand while holding the gun on him with the other.

MARCUS
You're human... you can see me, you can touch me. This place is real.

THE BOY makes a dubious face, yanks a handful of PAPER SCRAPS from Marcus' pocket.

MARCUS (cont'd)
I thought I was in hell.

BOY
(raises an eyebrow)
This sure ain't heaven.

MARCUS
Those things with masks, red eyes--

BOY
(casually)
Terminators-- T-400s. What is this stuff?

THE BOY unfolds the paper scraps in the LANTERN LIGHT--

ANGLE ON PAPER SCRAPS - the WOMAN'S FACE from the poster, a fragment of a MODEL'S PHOTO from a MAGAZINE AD, a painting of a FEMALE FACE from a PAPERBACK COVER.

(CONTINUED)

THE BOY looks puzzled, intrigued by the pictures. But with sudden speed, MARCUS GRABS THE BOY'S GUN HAND and wrenches it hard-- it FIRES into the air. MARCUS gets control of the gun, wraps one arm around the boy's throat.

MARCUS
If I'm not in hell, where am I?!

BOY
(choking)
Texas!

The NOISE of a SHOTGUN PUMPING close behind MARCUS--

MARCUS spins to face his attacker, pressing the handgun into the boy's cheek. He's face to face with--

A GIRL, a couple of years younger than the BOY, training the shotgun at Marcus' head-- she looks ready to shoot.

GIRL
Let him go!

MARCUS
First put down the shotgun.

THE GIRL shakes her head angrily. She wears an aged, beloved BASEBALL CAP with a STAR on it.

BOY
Do what he says.

GIRL
He'll kill us both!

MARCUS
I don't wanna kill anyone.

BOY
Do it, Star. Put it down.

She shakes her head slightly, aiming carefully at Marcus' head, just a few feet away, a slight smile on her face.

GIRL
There was only one bullet in that gun.

MARCUS hooks his foot around the oil lantern and deftly--

CONTINUED: (3)

--BOOTS IT at the GIRL. BURNING OIL spills across her leg, she cries out and fumbles the shotgun. MARCUS tosses the BOY at her, the two of them SPRAWL on the ground, the shotgun falling to one side--

MARCUS quickly snatches up the shotgun.

Using SNOW, the BOY helps the GIRL extinguish the flames from her clothing.

MARCUS stands over the kids with a gun in each hand. He struggles to control anger, speaks quietly.

MARCUS
I don't like it when people point guns at me.

GIRL
It wasn't loaded.

MARCUS quickly checks the chambers of both the shotgun and handgun-- indeed, both are empty.

MARCUS
You took on a guy like me with one bullet and an empty shotgun?
(studies them admiringly)
Pretty stupid.

He shoves the handgun in his belt, puts the shotgun down and kneels to pick up fallen scraps of paper-- a few have caught FIRE and are incinerated.

THE BOY and GIRL get to their feet, stare at Marcus.

GIRL
Can I have my gun back?

MARCUS shrugs, gestures for her to pick it up. He still looks at the PICTURES in his hands.

GIRL (cont'd)
Where'd you get those?

MARCUS
In the city.

(CONTINUED)

CONTINUED: (4)

BOY
(steps away from him)
The city? Oh man. That place is red hot.

MARCUS
(a small smile)
Seemed kinda dead to me.

BOY
No-- radiation.

A SPOTLIGHT appears in the distance-- a ROVING HUNTER-KILLER moving in their direction.

Quickly, automatically, the kids dive for cover behind a WALL OF DEBRIS. MARCUS looks toward the LIGHT, unaware of danger.

THE BOY bolts from behind cover, grabs MARCUS by the arm--

BOY (cont'd)
Get down, they've seen the light!

He drags Marcus back behind the debris wall, just in time--

As the H-K nears, the LIGHT FINDS the BURNING OIL. It FIRES BLUE PULSES, which CHEW up the asphalt nearby-- then it moves on, failing to pick out the humans. Marcus is dumbfounded.

MARCUS
That wasn't a helicopter...

BOY
It's an H-K-- hunter-killer. Where the hell have you been?

GIRL
Rads musta fried his brains. Let's go, Kyle.

The H-K has vanished in the distance. The girl rises. The boy-- KYLE-- shakes his head, stays at Marcus' side.

KYLE
What's your name?

MARCUS
(after a beat)
Marcus. Marcus Wright.

(CONTINUED)

KYLE
Kyle Reese.
(indicates girl)
She doesn't remember her name--
(re: her cap)
--so I call her Star.

STAR gives Marcus a small, reluctant wave.

KYLE (cont'd)
Gonna be light soon, Marcus, better find cover. We spotted some buildings half a mile that way.

KYLE points but gets no response. He shrugs, sets off with Star in that direction. Kyle calls over his shoulder:

KYLE (cont'd)
You can come if you want.

STAR
(hissing at him)
Why? We don't need him.

KYLE
(a shrug, sotto)
I like him. He's funny.

MARCUS looks around at the desolate world-- and the two teens receding ahead of him. After a beat, he follows.

CUT TO:

EXT. HIGHWAY - DAWN

A FALLEN SIGN - "GAS FOOD LODGING."

KYLE, STAR and MARCUS move along the roadside, heading toward dark BUILDINGS a few hundred yards off near an overpass.

MARCUS
What year is it?

STAR
Seventeen.

KYLE
Nope. Eighteen.

CONTINUED:

STAR
Are you sure?

KYLE
Yup. Two thousand eighteen.

MARCUS
Fifteen years... I've lost 15 years.
So who did it to us? Terrorists?
The Russians, the Chinese--?

STAR
Huh?

MARCUS
The nukes. There was a war, right?
Who started it?

KYLE cocks his head at him.

KYLE
Something fall on your head? The
machines did it, the computers--
they got smart.

STAR
Judgment Day... I was just a baby.

KYLE
What's the last thing you remember?

MARCUS
(a beat)
Dying.

EXT. REST STOP - DAY

A MEXICAN FAST FOOD JOINT, windows broken, sign collapsed, near a two-story MOTEL with a COVERED CARPORT. The pavement is CRACKED, the structures WEATHERED, abandoned for a decade.

MARCUS, KYLE and STAR suddenly rise from a hiding spot by a DUMPSTER in a parking area. KYLE scans the FAST-FOOD PLACE with the binoculars, while STAR studies a WATCH she carries.

KYLE
Eyeball. Only one.

CONTINUED:

They drop down again.

ONE AEROSTAT patrols the area. It's a surveillance drone the size of a softball, shiny steel, an inset camera lens with a RED GLOW. It flies in a geometric pattern, hovering every few seconds before continuing on. It vanishes around the corner of the fast-food joint, moving in the direction of the motel. STAR has been timing its moves.

STAR
Now!

KYLE and STAR dash for the fast-food entrance, MARCUS just behind. They round the doorway and--

INT. FAST FOOD JOINT - DAY

--drop down inside behind an upended table in what was once a taco place, remnants of Mexican decor.

THROUGH A DIRTY WINDOW, they see the AEROSTAT buzz past, flying its pattern. It moves on without spotting them, then takes off in a new direction.

KYLE and STAR set to searching the place, something they've done many times. They go through trash cans, check behind the counters and in the kitchen. MARCUS gets up, still looking out the windows.

MARCUS
That flying grapefruit, what was it?

KYLE
Aerostat-- one of Skynet's eyes.
They patrol places like this,
looking for survivors.

STAR
Yes!

She's come up with some UNOPENED PACKETS OF CONDIMENTS from a bag of TRASH. KYLE trots over.

KYLE
Any red ones?

She nods excitedly, hands him a packet. He tears it open, sucks down the contents eagerly.

(CONTINUED)

CONTINUED:

KYLE (cont'd)
Mm. Ketchup.

STAR discards one packet, sucks at another-- and immediately makes a pained face and tosses the packet aside.

STAR
Yuk!

MARCUS picks up the packet, looks at it.

MARCUS
Jalapeño sauce.

STAR and KYLE pause in their eating, stare at him.

STAR
You can read.

MARCUS shrugs modestly.

KYLE
So can I.
(off Star's look)
Well, sort of... a little.

With obvious reluctance, STAR holds a packet of mustard toward Marcus.

STAR
Want some?

Marcus gallantly waves it away.

MARCUS
No thanks. Not hungry.

KYLE
Never heard anyone say that before.

CUT TO:

INT. ABANDONED MOTEL ROOM - DAY

ANGLE IN MIRROR - MARCUS stares at his own reflection in a cracked MIRROR.

CONTINUED:

MARCUS
I look the same.

STAR closes tattered curtains, plops on the bare bed, ready for sleep. The room's a mess, GRAFFITI here and there, trash scattered about; they're not the first squatters who've been here. THE GUNS and STAR'S WATCH lie on a dresser.

KYLE sits before the TV-- he's scratching STICK FIGURES onto the screen with a rusted POCKETKNIFE. One is clearly meant to be him; the smaller one, wearing a baseball cap, is Star.

KYLE
You ever watch television?

MARCUS
Oh yeah. Was about all I ever had to look forward to in the joint.

STAR
(yawning)
What's a joint?

MARCUS
(blinks)
Prison. Spent half my life there.

KYLE
I remember TV a little. Cartoons. It was great.

KYLE plops on the bed next to STAR, who's already out. MARCUS studies them.

MARCUS
She your sister?

KYLE
Dunno. Been together since we was little. Bunch of us kids was at the day-care center when the bombs fell... she and me are the only ones still around.

MARCUS
(disturbed; gestures around)
So this is it? Your life?

KYLE
We're gonna find the Resistance, fight for John Connor against Skynet. You oughta join us, you're pretty cool.

MARCUS
You don't know me.

KYLE
You're strong, you can read... you didn't kill us. Good enough for me...

MARCUS
Skynet runs the machines...? So who's this John Connor?

KYLE
He's... I don't know. The best. Everybody talks about him. He's the one who's gonna save us.

MARCUS
Yeah, right. Him and Jesus.

KYLE
Who's Jesus?

MARCUS
You're asking the wrong guy.

KYLE
(closing his eyes)
So why were you in prison?

MARCUS
(a long beat)
I killed a cop.

KYLE
Were cops like terminators?

MARCUS
Well... Nah, some of 'em were all right.
(sighs)
My little brother Max, pretty wild kid, not much older than you-- he stole a car, just joy-riding, y'know, showing off.
(MORE)

CONTINUED: (3)

MARCUS (cont'd)
Cop chased him right into our front yard, pulled him outta the car... and started whaling on him, kicking the shit out of him. No reason for it, Max was already in cuffs. I ran out of the house, guy tried to pull his gun on me-- guess I just went off on him. Don't even remember it really... they say I broke his neck.
(beat)
Max must be dead too, now... like everybody else.

MARCUS notices now that Kyle is asleep-- it's as if he's lulled him with a bedtime story. Marcus is oddly touched, pulls a cover over both the kids. KYLE starts, half-asleep--

KYLE
You gonna be here when I wake up?

MARCUS
Sure.

KYLE
Good. Stay away from the windows.

So saying, KYLE falls back asleep. MARCUS sighs, moves through the room, quietly opens a drawer or two and finds--

A BIBLE.

INT. MOTEL CORRIDOR - DAY

AFTERNOON LIGHT, MARCUS sits on the floor by a room door, shotgun leaned on the wall at his side. He has the bible open in his lap, head bowed over it. CLOSER-- his eyes are closed, he's asleep.

THE DOOR OPENS behind him, STAR peers out-- and looks relieved to see Marcus is still with them. As she takes a step toward him, he starts awake.

STAR
Just me.

MARCUS relaxes, she sits down beside him.

CONTINUED:

STAR (cont'd)
Whatcha reading?

MARCUS
The bible. My grandma always tried to get me into it, but-- it always put me to sleep.
(beat)
Still does.

STAR
Would you read something to me?

MARCUS shrugs and nods, flips to a random page, squints at the text.

MARCUS
"...of the tribe of Simeon, Shaphat the son of Hori. Of the tribe of Judah, Caleb the son Jephunneh--"

STAR
There's a book inside with pictures.

She's already on her feet.

CLOSE - A PHONEBOOK, minutes later. We hear MARCUS reading:

MARCUS
"Guaranteed lowest prices... open seven days..."

STAR sits at his side, looking over his shoulder as he turns pages. She points to something:

STAR
What's that?

MARCUS
It's a flower. A rose.

STAR
(full of wonder)
So... all those numbers... you could call them and get, like, flowers, or someone to come over and fix stuff, or bring you food...

(CONTINUED)

CONTINUED: (2)

MARCUS
(nods, touched)
Guess people had it pretty good.
(flips)
What else we got... movers,
mufflers, music--

STAR
Music?

MARCUS
You know, pianos, guitars...

STAR
I don't remember music.

MARCUS
Come on. You must...
(approximating the tune)
"I can't get no... satisfaction..."
(off her blank look)
"We are family... I got all my sisters
with me..." No, huh. How about...
"Twinkle twinkle little star..."

Star's face lights up, she nods eagerly, sings along:

MARCUS & STAR
"How I wonder what you are... up
above the world so high, like a
diamond in the sky..."

STAR is dizzy with emotion, wipes an eye, turning away.

MARCUS
You OK?

STAR
(shakes her head)
Somebody used to sing that to me.

MARCUS puts the phonebook aside, puts a hand on her arm; and she leans into him for a hug, tears forming in her eyes.

STAR (cont'd)
Stay with us, Marcus. Please.

MARCUS looks down at her, affected.

DISSOLVE TO:

EXT. MOTEL - DAY

AEROSTAT POV - a PIXELLATED ELECTRONIC IMAGE as it patrols the MOTEL AREA in its geometric pattern. It ZOOMS into the CARPORT, quickly scanning the abandoned VEHICLES, among which is an aged, open JEEP WRANGLER, its HOOD UP, parked beside a customized VAN. The cars are covered in DUST, the TIRES FLAT, they've been sitting here for a decade.

OBJECTIVE ANGLE - the AEROSTAT zips off on its rounds. After a moment, the VAN DOOR slides open. MARCUS moves quickly back to the JEEP, KYLE and STAR behind him.

STAR checks her WATCH while MARCUS goes back to work on the JEEP'S ENGINE. He's found some tools, already has removed and cleaned SPARK PLUGS, dismantled the DISTRIBUTOR. KYLE, meanwhile, returns to INFLATING one of the tires with a BICYCLE PUMP.

KYLE
If we get it to move, will you teach me to make it go?

MARCUS
It's called driving. Sure.

STAR wipes DIRT off the side of the VAN, revealing air-brushed ARTWORK beneath...

STAR
Wow. What were these like?

MARCUS looks up from his work to see--

A WHITE UNICORN in a FIELD OF FLOWERS.

MARCUS
(smiling)
Not too many around in my time.

DISSOLVE TO:

EXT. MOTEL - NIGHT

THE AEROSTAT zips past the CARPORT. As soon as its gone--

STAR
Now!

THE JEEP is suddenly PUSHED from the carport, tires somewhat inflated. MARCUS is on one side of the rear, KYLE on the other, STAR behind the wheel, the seat moved all the way up.

They get the vehicle to a slight SLOPE, it begins to roll on its own.

MARCUS
Pop the clutch! Let your foot up!

ANGLE IN JEEP

We see it's been hot-wired. STAR has her foot all the way down on the clutch, now lets up--

THE JEEP BUCKS and SPUTTERS... but CATCHES. As soon as it does, MUSIC BLARES from the tape deck-- raucous HEAVY METAL, the aged cassette SPEEDS and SLOWS. MARCUS runs for the driver's side, but the JEEP is pulling ahead fast.

ANGLE IN JEEP

STAR is staring at the speaker, mesmerized at the sound of the MUSIC. When she looks out the windshield--

--she's about to HIT A WALL, SQUEALS in terror--

--MARCUS vaults in and pushes her aside, squeezing behind the wheel, hitting the brakes and throwing the Jeep into neutral.

KYLE
Aerostat's coming!

KYLE hops in back as MARCUS adjusts the seat and FLOORS IT. THE KIDS are exhilarated as MARCUS zooms out of there, heading off-road across the plains, LIGHTS OFF, MUSIC LOUD.

STAR
Music...

MARCUS
Sort of.

CONTINUED:

MARCUS turns the MUSIC DOWN. He looks up to see--

--THE AEROSTAT, right over their heads, keeping pace with the vehicle, RED LIGHTS FLASHING.

KYLE rises in back, SWINGS at it with the SHOTGUN BUTT--

THE AEROSTAT deftly dodges the blows.

STAR
Oh no! It's gonna call a Harvester, we're dead--

MARCUS SLAMS on the brakes-- the AEROSTAT stops a few feet ahead of them, hovering in the air.

MARCUS picks up an X-shaped LUG WRENCH from behind his seat, rises, taking aim--

--and HURLS THE WRENCH with amazing speed and power--

--it flies like a throwing star and SMASHES the AEROSTAT to BITS in a shower of SPARKS and METAL.

The three of them stare breathlessly for a moment.

KYLE
Wow. You're good.

MARCUS flexes his hand, startled at his own strength.

DISSOLVE TO:

EXT. TEXAS PLAINS - NIGHT

The JEEP moves off-road, HEADLIGHTS OFF, traveling by MOONLIGHT. It SWERVES and BUCKS from time to time. MUSIC PLAYS from the TAPE DECK, something more melodic.

ANGLE IN JEEP - KYLE behind the wheel, having the time of his life, MARCUS supervising, STAR enjoying the breeze and the unfamiliar sensation of a moving vehicle.

STAR
Faster!

MARCUS
No! You're doing fine.

(CONTINUED)

CONTINUED:

The SONG suddenly GARBLES, turning to NOISE. MARCUS ejects the tape, pulls it out-- it's unspooled, tangled in the stereo's guts. THE KIDS groan disappointedly. STATIC from the radio now... but a FAINT VOICE audible beneath it.

MARCUS (cont'd)
Ssh.

MARCUS FIDDLES with the dial. He can't get the SOUND clear, rolls through the dial. Varying levels of STATIC, then a relatively CLEAR VOICE:

RADIO VOICE
--proper ratio of ammonium nitrate to diesel fuel. A bomb of this type can be contained in an ordinary plastic garbage bag, and will detonate on impact...

KYLE
(excited)
That's him!

RADIO VOICE
This recording has described booby-traps and explosive devices. It will repeat every two hours on different frequencies to avoid Skynet jamming...

STAR points toward the horizon. Marcus looks up.

MARCUS
Stop the car.

KYLE ACCELERATES.

MARCUS (cont'd)
Other pedal, other pedal!

They SCREECH to a halt.

IN THE DISTANCE - a RED GLOW of FLAMES far away. SILHOUETTED against this, strange FLYING VEHICLES and spindly, spider-like MACHINES are just visible.

(CONTINUED)

CONTINUED: (2)

RADIO VOICE
Do not give in to despair. As bleak as things seem, I assure you, humanity will triumph.

HIGH ANGLE - THE JEEP turns away from the conflagration, moves off in a new direction and vanishes into the darkness.

RADIO VOICE (cont'd)
The machines only win when we give up hope... this is John Connor.

DISSOLVE TO:

EXT. SERVICE STATION - DAWN

HIGH ANGLE - a crumbling SERVICE STATION with a RUSTING TANKER on flat tires, the cab long gone.   MOVE TO FIND the JEEP approaching off-road.

THE JEEP pulls to a stop, MARCUS gets out from behind the wheel and moves to the TANKER. STAR and KYLE, with his binocs, scan the area for signs of Skynet surveillance.

KYLE
We oughta find a place to hole up for the day...

MARCUS pounds on the TANKER-- a deep echo.

MARCUS
Damn it. Empty.

KYLE sniffs the air.

KYLE
You smell that?

STAR sniffs the air herself, eyes going wide.

STAR
Food!

They both hop out of the Jeep, running toward the GARAGE, each carrying their unloaded GUNS.

HIGH ANGLE - from BEHIND THE RUSTING SIGN, an AEROSTAT appears, aimed at the kids, LIGHTS BLINKING.

INT. SERVICE STATION - DAWN

KYLE and STAR slither under a partially open GARAGE DOOR. The space is dark, SMOKE-FILLED... STRIPS OF DRIED MEAT hang from the hydraulic lift. The two youths look amazed and delighted. Kyle shoves the gun into his waistband, moves to the closest strip and PEELS OFF A PIECE, takes a tentative bite, then gnaws ravenously. Star leans the shotgun against the wall and follows suit.

MARCUS lifts the garage door and enters, DAWN LIGHT streaming in behind him.

MARCUS
What is this?

KYLE
(mouth full)
Who cares?

Marcus squints at something in the darkness. He takes a step forward, then grabs Star's arm.

MARCUS
Spit it out!

STAR
(chewing)
It's good!

Now KYLE reacts to what Marcus saw, GAGS and SPITS out meat. He's staring at--

--a dried, severed HUMAN HAND, resting on a GRILLE in the sunken SERVICE PIT, where a CHARCOAL FIRE smolders.

Star sees it too, turns and RETCHES, just as--

--three animal-like CANNIBALS emerge from the back of the garage-- two burly, ugly, unshaven MEN and a wild-eyed, unhealthy-looking WOMAN with matted hair. We'll call them PIG, BULL and COW. PIG grabs the SHOTGUN, BULL grabs KYLE and yanks the HANDGUN from his waistband.

COW grabs STAR, shoves her into the center of the garage, beside Kyle and Bull. Bull tosses the handgun to COW who keeps it trained on the kids, sizing them up.

(CONTINUED)

CONTINUED:

COW
Not much meat on ‘em.

PIG eyes Marcus, points the shotgun in his face.

PIG
This one’s fi-i-ine--

MARCUS raises two fingers like a peace sign-- then shoves them into the barrels of the shotgun. PIG snorts and PULLS THE TRIGGER-- CLICK.

MARCUS
Oops.

MARCUS yanks the gun away and tosses it aside, HEAD-BUTTS Pig, who staggers backward, BLOOD SPRAYING from his nose.

COW points the unloaded HANDGUN at Marcus-- CLICK CLICK.

KYLE and STAR get free of BULL and dash for the exit, they’re out of there in a flash.

BULL CHARGES MARCUS, who dodges him, grabs the man and--

--HURLS HIM HEAD FIRST into the CHARCOAL PIT-- his BODY SIZZLES against the coals, he SCREAMS and WRITHES.

COW picks up an AXE with two hands and SWINGS it at MARCUS who GRABS the HANDLE with one hand and YANKS it away.

COW knows she’s met her match, turns and flees, heading out the way Kyle and Star went.

MARCUS advances on PIG and BULL, brandishing the AXE. Pig squirms back across the floor, wiping BLOOD from his face.

PIG
We didn’t kill ‘em! I swear to God, they was dead already, we wasn’t gonna let ‘em rot--

BULL has scrambled out of the coal pit, but is in too much pain to rise.

BULL
Go ‘head, take as much as you want, we’re on the same side here--

(CONTINUED)

Marcus looks ready to finish them off-- but reacts to CRIES from outside, a loud MECHANICAL RUMBLE.

EXT. SERVICE STATION - DAY

A HARVESTER-- a GIANT INSECT-LIKE TERMINATOR-- is outside the station. Many times the size of a human being, MULTIPLE ARMS and LEGS sprout from its thorax, it has multiple CAMERA EYES on long, swiveling stalks-- it carries KYLE and STAR, the kids struggle frantically, caught in the harvester's jointed steel appendages.

One unblinking EYE SCANS KYLE, another STAR; the harvester produces a NEEDLE from one of its arms, INJECTS the boy-- who instantly goes limp, unconscious. It does the same to STAR.

As COW emerges--

--THE HARVESTER SPRINGS on her, with startling speed. She SCREAMS as the enormous terminator hoists her into the air with the others, INJECTS her and begins moving toward--

--A TRANSPORT. This consists of CONTAINER resembling a semi-trailer or wheeled dumpster, attached within a FRAMEWORK that features movable ENGINE PODS and a mysterious ARMATURE at the front. A STEEL LID in the top of the container OPENS hydraulically, the Harvester DEPOSITS the HUMAN CAPTIVES inside, and the LID SLAMS SHUT.

MARCUS has emerged from the garage, still carrying the AXE. He stays low, hidden behind the tanker, watching as--

--PIG and BULL flee through a back entrance to the garage, immediately attracting the attention of--

--the Harvester, which sets off in pursuit.

Marcus comes to a decision. He SPRINTS into the open, toward the TRANSPORT, and--

--CLAMBERS up the side, hitting the thing at full speed, using an engine pod to boost himself higher. He's still short but swings the AXE and--

--hooks the AXE HEAD over the top of the container, like a grappling hook. He pulls himself up and--

CONTINUED:

--crawls across the roof, to the LID. There's a barred, reinforced MESH PANEL here, through which he can see--

ANGLE IN TRANSPORT

--about TWENTY HUMAN PRISONERS, unconscious on the steel floor. Among them are KYLE and STAR. Star MOANS, opens her eyes briefly and sees--

--MARCUS' SILHOUETTE above her.

Her eyes flutter shut again.

MARCUS struggles to raise the sealed lid, but there's no purchase available, just a smooth seam. Suddenly--

--the TRANSPORT JERKS. MARCUS nearly loses his footing as the TRANSPORT STARTS ROLLING forward. He drops to his belly, seeing that the transport is approaching--

--the HARVESTER, which now carries PIG and BULL, both unconscious. THE LID OPENS and the Harvester DROPS the two men INSIDE-- but its camera eyes fail to register Marcus, who crouches behind the open lid. As the lid BEGINS TO CLOSE, the Harvester attaches to the armature at the front of the transport, making itself an aerodynamic part of the machine.

MARCUS THRUSTS THE HEAD OF THE AXE under the closing LID in order to prevent it from sealing. THE LID grinds against it, but remains ajar. A moment later--

--THE ENGINE PODS ROTATE DOWNWARD, FIRE and--

--THE TRANSPORT LIFTS OFF THE GROUND. Within moments, the airborne dumpster has risen hundreds of feet in the air.

EXT. AERIAL - DAY

MARCUS moves to the edge, looks down in astonishment at the fallow plains far below. Looking to the side, he sees--

--A PAIR OF HUNTER KILLERS, swooping in quickly to provide an escort for the slower moving transport.

WIND buffets Marcus, he hangs on for dear life. Clinging to the top of the transport, he slowly makes his way back toward the LID. As the transport BANKS, he almost loses his grasp, dangling for a moment before the craft rights itself.

(CONTINUED)

CONTINUED:

MARCUS reaches under the jammed lid and pulls with all his might. This thing is <u>really</u> heavy, plus he's fighting the WIND BLAST. MARCUS hears something behind him--

THE HARVESTER has spotted him and is now prying itself loose from the armature. Also buffeted by the wind, it starts to move gingerly down the length of the transport toward Marcus.

MARCUS must let the LID CLOSE. He snatches up the AXE, takes a couple of WHACKS at the thing, DENTING the metal, but doing no serious damage. The Harvester KNOCKS the weapon out of his hand, Marcus has no choice but to keep backing away.

MARCUS is driven to the back of the transport. Struggling for handholds, he lowers himself out of sight, down the framework along the side, getting out of the wind. Suddenly--

--STEEL CLAWS WRAP around him FROM BELOW, YANK him downward.

THE HARVESTER has crawled around the SIDE of the TRANSPORT, and under the BOTTOM, in order to GRAB HIM. The hideous machine now holds him in its clutches, hundreds of feet in the air, its CAMERA EYES fixed on him.

THE HARVESTER produces its needle, it's coming at his face-- but MARCUS frees one hand, grabs the syringe, managing to hold it back, inches from his skin. His strength is weakening, but as the Harvester makes its final thrust--

--he JERKS the NEEDLE to one side and it BENDS against one of the Harvester's own steel limbs.

Undaunted, the creature crawls up the side of the transport, Marcus still in its clutches. It moves to the lid, which OPENS. It lets go of Marcus to drop him inside when--

--MARCUS seizes two of its appendages and swings up onto the harvester's back, where he--

--GRABS a couple of EYE STALKS, trying to RIP them from the harvester's thorax, LOOSE WIRES SPARK. The Harvester twists and thrashes, it's like he's a rodeo rider. A LIMB wraps around him, starting to CRUSH him in a vise-like grip, when suddenly--

--CANNON FIRE RIPS through the towering HARVESTER, blowing its thorax to PIECES, barely MISSING MARCUS.

(CONTINUED)

CONTINUED: (2)

A PAIR OF A-10 WARTHOGS-- the same colorful ground attack aircraft we saw in the first battle-- ROAR PAST on either side of the transport.

THE CRIPPLED HARVESTER topples off the side of the transport, still clutching MARCUS and--

--CATCHES on an ENGINE POD, the creature and Marcus both suspended in the air. THE HARVESTER ROASTS in the ENGINE BLAST, its CPU finally dies. Marcus is suspended below the engine, the steel limb RELEASES HIM, he has to cling to it now, to keep from falling.

The HUNTER-KILLERS peel out in pursuit of the two Resistance planes.

A DOGFIGHT ensues between the much larger, more heavily armored H-Ks, and the smaller, more maneuverable WARTHOGS. CANNON FIRE CATCHES an H-K but has no effect. The H-Ks' BLUE PLASMA PULSES barely miss the planes, which loop and bank.

An AIR-TO-AIR MISSILE STREAKS from a WARTHOG and BLASTS the ENGINE of an H-K. AN EXPLOSION, the thing starts flying erratically, heading downward and--

--CRASHING to earth in a glorious FIREBALL.

EXT. AERIAL & RIVER - DAY

The planes are nearing a RIVER, bordered by sickly TREES. On the far banks, even from above, we see ominous MILITARY FORTIFICATIONS-- CONCRETE BUNKERS, ANTI-AIRCRAFT GUNS, etc.

MARCUS meanwhile, is trying to climb up the dead Harvester, avoid the ENGINE BLAST and find a handhold on the transport.

THE A-10 that shot down the H-K comes around for another pass at the transport, but--

--ANTI-AIRCRAFT GUNS at the far side of the river let out a VOLLEY of BLUE PLASMA-FIRE. The BURSTS arc toward the A-10, which swerves and climbs, but--

--PLASMA FIRE destroys a wing, the A-10 SPINS out of control.

THE OTHER A-10 breaks off its dogfight with its H-K and speeds away from the river.

(CONTINUED)

CONTINUED:

MARCUS is tantalizingly close to the upper lip of the transport, he reaches out and--

--THE FRIED HARVESTER suddenly dislodges from the ENGINE POD, taking Marcus with it, into FREEFALL.

WITH MARCUS, plummeting downward toward earth, a hundred feet below, the transport continuing on its way above, crossing the river.

MARCUS' POV - the ground and treetops getting closer. At the last moment, his continuing forward momentum takes him OVER THE RIVER and--

MARCUS and the DEAD HARVESTER HIT THE WATER, hard, vanishing below the surface with enormous SPLASHES.

The surviving H-K and the TRANSPORT continue across the river into Skynet territory, vanishing in the distance.

CAMERA MOVES to FIND a PARACHUTE, drifting earthward on the unfortified side of the river.

EXT. RIVERBANK - DUSK

HOLD ON LAPPING WATER for a beat. Then--

--MARCUS breaks the surface, staggering toward shore, he drops to his knees in the shallows.

WAKES APPEAR behind him. Hearing the water stir, Marcus turns to see numerous DARK SHAPES moving rapidly in on him, from different directions, FLASHES OF METAL visible beneath the surface. These are HYDROBOTS-- AQUATIC TERMINATORS-- but we don't get a good look at them (yet) and Marcus isn't sticking around. He scrambles for the riverbank and makes his way into the leafless trees.

EXT. TREES - EVENING

MARCUS moves past the trunks of bare trees, pauses, looks over the water in the direction the transport took.

BLAIR (O.S.)
Yo! Up here!

(CONTINUED)

CONTINUED:

BLAIR WILLIAMS, the helmeted pilot who ejected, hangs from the tangled remains of her parachute, caught in the trees about fifteen feet in the air above Marcus.

MARCUS moves closer. Blair struggles to saw through her lines with a KNIFE.

BLAIR (cont'd)
Who are you--

The LINES suddenly SNAP, Blair FALLS from the tree.

Marcus' reflexes are fast as ever, he's beneath her in an instant and CATCHES HER. He holds her in his arms:

MARCUS
Name's Marcus.

BLAIR
You can put me down now, Marcus.

He does so. Blair pulls off her helmet, her hair is short. She's in her 20s, pretty, petite but strong, a no-nonsense, battle-hardened member of the Resistance. She pulls a COMPASS from her flight suit, consults it briefly as she orients herself.

BLAIR (cont'd)
I've got an ELT, but I can't call for a rescue here. There's an outpost a few miles upriver-- not my favorite people in the world, but it's safe. Let's move.

Blair is already moving, Marcus hesitates, then points across the water.

MARCUS
I'm heading that way.

BLAIR
(a short laugh)
The hot zone? No you're not.

MARCUS
I've got to get to my friends--

BLAIR
What friends?

CONTINUED: (2)

MARCUS
Couple of kids. They were in that flying dumpster--

BLAIR
The Skynet transport? It was carrying people?
(off his nod)
Christ, we almost shot it down. There've been rumors about a concentration camp, but...

She shakes her head, gestures toward the river.

BLAIR (cont'd)
You can't get across-- river's fulla hydrobots--

MARCUS
Hydrobots?

BLAIR
They can't see, but they have killer sonar. They'll attack anything that moves or makes a sound. Even if you get past them, you'd be dead before you covered a hundred yards. If the terminators don't get you, the fallout will-- heavy rads all the way to the Gulf coast, nothing can live there.

Marcus absorbs this, starts walking with her.

MARCUS
You're with the Resistance.

BLAIR
Lt. Blair Williams, I fly for what used to be the Air National Guard.

She puts a hand out, listening. She signals for him to lay low, behind a fallen tree.

NEARBY-- a pair of T-1s on patrol rumble into view. They pause, scanning the area, chain-guns at the ready. They start to move toward BLAIR and MARCUS' hiding place.

BLAIR quickly grabs a STONE and, staying down, hurls it as far away as she can--

(CONTINUED)

CONTINUED: (3)

THE STONE strikes a few BRANCHES--

THE T-1s suddenly turn in that direction, GUNS BLAZING--

THE WOODS in the immediate vicinity are torn to pieces by the GUNFIRE, small FIRES erupt from the incendiary bullets-- it's definitely overkill.

THE T-1s roll over to inspect the damage, out of view.

BLAIR whispers:

BLAIR (cont'd)
Stupid bastards. Come on.

She and Marcus move away quickly, away from the trees. When they're a safe distance from the robots--

MARCUS
I don't know... this has gotta be some kind of, like, dream or hallucination. Like what happens to people right before they die...

Blair SLUGS him hard, in the arm. He doesn't flinch, but he looks surprised.

BLAIR
That snap you out of it?

MARCUS shakes his head. They keep walking.

BLAIR (cont'd)
Well hell, maybe you <u>are</u> dreaming. Do us all a favor and wake up already.

CUT TO:

EXT. MUTANT FOREST - NIGHT

THE MOON over a scrubby forest, trees just a few feet high. BLAIR and MARCUS seem like giants as they move among them. They've been talking a while, Blair's absorbing something.

BLAIR
So let me get this straight, Marcus. There you are on death row, they stick a needle in your arm...
(MORE)

CONTINUED:

BLAIR (cont'd)
and the next thing you know, you're here.
(off his nod)
Since this ain't the resurrection, there's only one possibility.

MARCUS
Let's hear it.

BLAIR
Whatever they pumped into your veins just knocked you out. This Angel Project you signed up for-- there was a lotta cryogenic stuff going on before the bombs fell, they musta froze your ass.

MARCUS
What the hell for?

BLAIR
Drug tests, medical experiments, organ harvesting, who knows? You said you had no family, no friends-- why let a body like yours go to waste?

She's looking him over as she says this, it almost sounds flirtatious. Marcus changes the subject.

MARCUS
I've never seen trees like these.

BLAIR
We're in a mutation zone. I saw a two-headed squirrel here once--

MARCUS
Freaky.

BLAIR
(shrugs)
Tasted like chicken.

BLAIR pauses, checking a small GEIGER COUNTER she carries-- it CLICKS a bit.

BLAIR (cont'd)
Levels are tolerable now, but just. We can't spend the night here.

CONTINUED: (2)

They start moving again. Marcus pauses, listens:

MARCUS
What was that?

BLAIR
I didn't hear anything--

Now they both hear an eerie HOWL, changing in pitch-- like a coyote on crack. More than one picks up the CHORUS.

BLAIR (cont'd)
Skindogs.

She pulls a SIDEARM, holds it at the ready as she starts running, away from the direction of the noise. Marcus keeps up at her side, looking behind them.

WITH THE DOGS

We don't get a good look at them, but there's a pack of large BEASTS moving quickly through the undergrowth, gaining on the fleeing humans.

BLAIR sees they won't outrun them. She spins, FIRES in the direction of the approaching PACK. Suddenly it's quiet-- the animals fan out, forming a circle around Blair and Marcus.

MARCUS
They're surrounding us.

QUICK SHOTS of MUTANT EYES, glowing in the dark-- ENLARGED TEETH-- DARK, MASSIVE FORMS moving through the brush.

BLAIR
They're smart. And they don't scare easy.

After a few tense beats, from the foliage--

A SKINDOG leaps at BLAIR from behind-- it's hideous, the size of a Great Dane, hairless, with veiny, wrinkled skin and long, catlike CLAWS. Before Blair can react, MARCUS leaps between her and the dog, grabs the slavering creature by the throat. It SNAPS its ELONGATED TEETH at him, but he manages to BREAK its neck and hurl it toward--

TWO MORE SKINDOGS moving in for an attack.

(CONTINUED)

CONTINUED: (3)

BLAIR FIRES a few SHOTS at the encroaching pack, we hear a few YELPS--

MARCUS protects her, effortlessly tosses a few more SKINDOGS aside, ignoring vicious bites and scratches.

The other SKINDOGS turn on dead and injured pack members, begin TEARING INTO THEM. There's an opening now, the two humans make a run for it.

BLAIR catches her breath, looking him over, seriously impressed by his strength and calm.

BLAIR (cont'd)
You saved my ass. Thanks.

MARCUS shrugs, turns back to see the feeding frenzy.

MARCUS
Dog eat dog world.

DISSOLVE TO:

EXT. NORMAL FOREST - NIGHT

It's darker now, the moon is down. MARCUS and BLAIR move gingerly-- she TRIPS, he catches her before she falls.

BLAIR
Thanks.

BLAIR sighs, yawns, sits against a tree.

BLAIR (cont'd)
It's not far, but we'll never get across the mine field at night. Might as well STAF till morning.

MARCUS nods, sits a few feet away from her.

BLAIR (cont'd)
C'mere, it's cold. I don't bite.

MARCUS slides toward her, she nestles against him.

MARCUS
Staf? What's that mean?

(CONTINUED)

CONTINUED:

BLAIR
It's a resistance term. Sit tight and fuck.

Soon they're kissing passionately. But MARCUS pulls away, rolls onto his back.

BLAIR (cont'd)
You holding out for lipstick? Lingerie? Or am I not your... type?

MARCUS
I'm not gay. In prison, I thought about puss-- women all the time. But now... it's not working. Who knows, all those years on ice...

BLAIR
Maybe it's just gonna take some time. Before you're completely thawed out.

She's slipped a hand inside his pocket for warmth... now she pulls out the SCRAPS of paper, with women's faces. She squints at these in the dark.

BLAIR (cont'd)
What are these?

MARCUS
I dunno. They just... sorta reminded me of her.

BLAIR
Who?

MARCUS speaks carefully, unsure how to articulate this.

MARCUS
There's a woman, the last woman I saw before... when I was under, the dead time-- she kept coming to me. I think she must've saved me.

BLAIR
I can't compete with that.

CONTINUED: (2)

She closes her eyes, settling against him, her head against his chest. Marcus stares up into the darkness.

CUT TO:

INT. TRANSPORT - NIGHT

DARKNESS. We just make out KYLE and STAR among the other PRISONERS, most of whom are awake now in the steel container. Star still wears her baseball cap. The prisoners are JOSTLED as the transport touches down.

KYLE
We've landed.

EXT. LOADING ZONE - NIGHT

The TRANSPORT has landed amongst numerous CONTAINERS, CRANES and VEHICLES-- all is dimly lit, enveloped in a vague reddish HAZE. THE FLYING FRAMEWORK and ARMATURE detach from the TRANSPORT, and TAKE OFF into the air again-- leaving the trailer-like wheeled CONTAINER. Something resembling the CAB of a semi-truck backs into position, latching onto attachment points on the container.

INT. TRANSPORT - NIGHT

--A SMALL PANEL SLIDES OPEN at the front of the transport, and a half-dozen PROCESSING AEROSTATS buzz inside from the cab. These are larger than the spy drones, with attached PINCERS that can encircle a person's arm.

PRISONERS duck, try to dodge these things. But they quickly buzz from captive to captive, latching onto their arms-- we hear SCREAMS, see FLASHES OF LIGHT from the aerostats.

KYLE tries to bat away an AEROSTAT, but its PINCERS latch onto his forearm. A SIZZLING SOUND-- Kyle CRIES OUT with the pain, a flash of RED LIGHT-- then the aerostat DETACHES and moves to its next victim.

STAR gets the same treatment from a different AEROSTAT. She moves to Kyle's side, tears in her eyes, sucking on her burned wrist to ease the pain.

(CONTINUED)

CONTINUED:

STAR
What's going to happen to us?

KYLE
I don't know...

KYLE looks grimly down at--

--a fresh BAR CODE seared into his arm.

EXT. LOADING ZONE/HIGHWAY - NIGHT

THE CAB and CONTAINER, now resembling a semi, pulls out of the loading area. Digitally controlled, it needs no headlights as it rolls in the near-darkness.

OVERHEAD ANGLE as the vehicle moves onto a cloverleaf access ramp leading to a HIGH SPEED SUNKEN HIGHWAY, a river of fast-moving TRAFFIC heading in both directions-- unlit vehicles moving close together at 120 mph through the reddish gloom.

CUT TO:

EXT. FOREST CLEARING - DAWN

CLOSE - BLAIR and MARCUS's feet trudge through low brush, step over undergrowth. CAMERA MOVES to find a STRAND OF BARBED WIRE, emerging from the dirt a few feet away.

MARCUS pauses, almost having stepped on a WATERMELON.

MARCUS
We're in somebody's garden.

BLAIR stops walking, alarmed, a few feet away from him.

BLAIR
Christ... there's supposed to be
barbed wire along the edge.

MARCUS looks around them, points.

MARCUS
Over there.

(CONTINUED)

CONTINUED:

A few yards away, STRINGS OF BARBED WIRE... CAMERA MOVES to reveal it's behind as well as ahead of them. They've come through a gap where the wire had fallen.

BLAIR
Whatever you do, don't move.
(shouts)
Yo! Morrison, Barnes! Can anybody hear me?!
(to Marcus)
We're in the middle of the mine field.

CUT TO:

INT. OUTPOST/BARRACKS & COMMUNICATIONS AREA - DAY

DARK. We hear BABIES CRYING from nearby, FUMBLING in the dark, muttered CURSES-- then a MATCH lights a CANDLE. BARNES, 20-ish, good-looking and cocky, yawns and sneers, annoyed at being awakened. TWO WOMEN share his mattress.

BARNES
Somebody feed those things!

MORRISON
Start up the generator, Barnes.

MORRISON is bearded, long-haired, bleary-eyed, a middle-aged man in charge here. He sits up in bed, also beside A COUPLE OF WOMEN. This place has become an underground crash pad, communal living for about a dozen people-- Morrison and Barnes the only men, four or five WOMEN and quite a few CHILDREN of varying age.

BARNES grunts, yanks the blanket off his bedmates, who CRY OUT in protest. He wraps it around himself, carries the candle as he steps around other SLEEPING FIGURES, makes his way toward a METAL STAIRCASE winding downward. Moments later, we hear a GAS ENGINE start up-- LIGHTS flicker on.

The place is pretty grimy and run-down, but it was once a military environment. There's a BANK OF TV MONITORS against one wall, which COME TO LIFE. A couple of the WOMEN move toward the adjacent NURSERY AREA to tend to the babies-- one of them, LISA, moves to the TV MONITORS. She squints at one.

LISA
We got company!

(CONTINUED)

CONTINUED:

ON A SCREEN

MARCUS and BLAIR in the exact positions we last saw them, looking exhausted. They CRY OUT, unheard.

EXT. FOREST CLEARING - DAY

BARNES pokes his head up from a concealed TRAPDOOR thirty yards from BLAIR and MARCUS, who are hoarse from shouting.

BARNES
Blair? Good to see you.
(off her glare)
What's the password?

BLAIR
Eat shit and die, Barnes!

BARNES
Close enough. Who's your friend?

BLAIR
Could you get us outta here please?

BARNES
Kinda dumb-ass, wandering around in a mine field.

BLAIR
You didn't maintain the perimeter! Where are your sentries?

BARNES
It's too early for that military crap.

BARNES consults a MAP, turning it to orient himself.

BARNES (cont'd)
OK, if you keep walking straight you're gonna get blown all to hell... turn to your left and take, oh... five steps.

BLAIR and MARCUS obey, moving cautiously.

BARNES (cont'd)
OK, face me now. Three steps.

(CONTINUED)

CONTINUED:

They do as told.

BARNES (cont'd)
Almost home. Turn to your right
and take another five steps...

They slowly pace five steps. On the fifth one, there’s a CLICK beneath Marcus’ foot--

A horrified moment of eye contact between him and Blair-- she DIVES TO THE GROUND, away from him as--

BOOM! MARCUS is thrown through the air by the EXPLOSION--

MARCUS’ BODY lands a few feet from the trap door.

INT. OUTPOST/CORRIDOR - DAY

Frantic action-- the unconscious MARCUS is carried down a corridor from the open trap door by BARNES, MORRISON and a couple of women, NANCY and LISA. BLAIR, bleeding from shrapnel injuries, assists. She yells at BARNES:

BLAIR
You goddamn idiot!

BARNES
He was takin’ bigger steps!

MORRISON
Son of a bitch is heavy.

INT. OUTPOST/INFIRMARY - DAY

MARCUS is deposited gingerly on a METAL TABLE in this crude MEDICAL AREA. Numerous INFANTS and TODDLERS about.

JANE, a doctor, moves toward MARCUS with scissors and other medical tools, cuts away a tattered pants leg, the shreds of his sneaker. She stops and stares, palpates a BLACKENED LEG briefly. She looks up in alarm.

JANE
He stepped on a Claymore? This guy
oughta be in a hundred pieces...

(CONTINUED)

CONTINUED:

She takes a scalpel, pulls it across the CHARRED, HEAT-DEFORMED SKIN. It doesn't even leave an incision.

BLAIR
What are you doing?

JANE
Does he have a prosthetic limb?

BLAIR
I don't think so.

JANE opens Marcus' shrapnel-torn shirt, takes the scalpel and gingerly pulls it across the flesh of his chest. No effect.

JANE
This is not skin... oh Jesus-- oh God--

JANE looks at MORRISON, backing away from Marcus.

JANE (cont'd)
He's a terminator.

CUT TO BLACK.

MEMORY MONTAGE: QUICK SHOTS-- altered, impressionistic, as before. SFX of STATIC, high-pitched, complex DIGITAL NOISE.

--a detached, fleshless metal framework for a ROBOTIC HAND is suspended by wires-- it FLEXES, forming a FIST.

--CAMERA CIRCLES a muscular MALE TORSO, without arms, legs or head. METALLIC ATTACHMENT POINTS await these missing parts.

--the inside of MARCUS' FACE, a thin membrane of artificial skin with eye, nose and mouth holes, is lowered through an AQUEOUS environment TOWARD CAMERA.

THROUGH AN EYEHOLE we see SERENA, face distorted by the LIQUID. She looks worried. We hear her MUFFLED VOICE:

SERENA
Why isn't he conscious?
Something's wrong, he should be
coming out of it by now...

CUT TO:

INT. OUTPOST/LAUNCH TUBE - DAY

START TIGHT ON MARCUS as he opens his eyes, a beam of bright SUNLIGHT in his face. CAMERA PULLS BACK and ROTATES to reveal that he is suspended UPSIDE-DOWN from a winch by a two-inch thick STEEL CABLE.

MARCUS thrashes, trying to free himself, then looks up and sees that--

--the CABLES are strung through HEAVY STEEL BOLTS which have been DRILLED THROUGH HIS CALVES, locking them together. His FOREARMS have been immobilized in the same grotesque fashion.

From above, the BEAM OF SUNLIGHT shines through the narrow crack between an enormous pair of SLIDING STEEL PANELS.

MARCUS twists his neck to look downward--

MARCUS' POV-- a circular pit below, the dark bottom invisible to him-- he's hanging near the top of an empty MISSILE SILO, its ICBM launched years ago.

At one edge of the silo pit, near scaffolding and tool carts, SMALL CHILDREN have gathered to stare. Also there is BARNES-- he leans back, eyes closed, in a folding chair, with an RPG in his lap. One of the KIDS taps Barnes' leg and he jerks upright. He immediately trains his weapon on MARCUS, clearly nervous now that the terminator is conscious.

MARCUS stares at Barnes, deadpan, for a beat.

MARCUS
Boo!

INT. OUTPOST/BARRACKS & COMMUNICATIONS AREA - DAY

CLOSE ON X-RAYs of MARCUS' TORSO and LIMBS-- clearly mechanical gears, steel plating, hydraulics, etc.

JANE
Thermoplastic skin, some larger hydraulics, but mostly titanium microgears... This looks like some sort of aeration and hydration system, function unclear at this point. Valves and what looks like an access panel below the ribcage...

(CONTINUED)

WIDER, JANE holds up an X-ray of his SKULL, which shows almost nothing.

JANE (cont'd)
Eyes are polymer optics, very lifelike. Lead shielding all around the skull, presumably to protect the CPU.

MATTRESSES have been piled to one side, we now see framed, cracked and yellowing POSTERS of MILITARY EQUIPMENT-- AIR FORCE JETS, ATLAS ROCKETS, etc. These are interspersed with crude CHILDREN'S DRAWINGS on the walls.

BLAIR sits at a battered dining table, surrounded by angry outpost RESIDENTS, including JANE and MORRISON.

BLAIR
Whatever he is-- he's on our side--

MORRISON
How can he be?

BLAIR
He saved my life!

MORRISON
Winning your trust would aid his infiltration.

At the communications area by the TVs, LISA wears a HEADSET, speaking into a SHORTWAVE RADIO. She calls to the others:

LISA
Regional doesn't know what to do. They're gonna patch us through to Command Los Angeles.

NANCY, an overwrought older WOMAN, gets in Blair's face, pointing at the X-rays.

NANCY
How could you bring this monster here?! This is our home! Our children--

BLAIR
What do you want from me-- I didn't know!

A KID runs into the room.

CONTINUED: (2)

KID
It's awake!

INT. OUTPOST/LAUNCH TUBE - DAY

BLAIR is first to reach the edge of the silo, horrified at the sight of the dangling MARCUS. BARNES keeps the RPG trained on him, they shout over each other.

MARCUS
Get me the hell down from here!

BARNES
Shut up! I told you to shut up!

BLAIR
Leave him alone!
(turning away from him)
Marcus, I'm so sorry...

MORRISON and the OTHERS join them, eyes fixed on Marcus.

BARNES
It keeps talkin' at me. God this thing gives me the creeps.

MARCUS
Why are you doing this? What is this place?

MORRISON
We're trying to--

NANCY
(over him)
Don't say anything! It's probably uplinked to Skynet.

Morrison puts a hand on her arm.

MORRISON
Then it's already too late.
(to Marcus)
This used to be an ICBM silo, we're just trying to stay alive here. Your turn-- where'd you come from?

CONTINUED:

MARCUS
Corpus Christi. It's in Texas. Or it was.

BARNES
(amazed)
It sounds completely human... it really could pass.

JANE
Didn't John Connor say they'd start building things like this?

MORRISON
Not yet-- not for years.
(to Marcus)
So, you're programmed with false memories, a human history--

MARCUS
What are you talking about?

MORRISON
You can skip the act, we know what you are.

NANCY
Why are you even speaking to it?!

BARNES
She's right, let's just waste the damn thing--

NANCY
It'll kill us all if we give it a chance--

During the above, other KIDS and ADULTS IN BG AD LIB-- "Kill it," "Goddamn robot," etc.-- increasing mob anger, until--

MARCUS
I'm a man!

His impassioned CRY silences the onlookers. He speaks more quietly, desperately:

MARCUS (cont'd)
Even if I never been treated like one.
(MORE)

CONTINUED: (2)

MARCUS (cont'd)
Year after year after year on death row, I just wanted it to end! I cut my own wrists. But they nursed me back to health, 'cause that wouldn't be fair, they needed to kill me themselves. For Chrissake, you all want me dead so bad-- just do it.
(a scream)
Do it!

His CRY ECHOES through the silo. The CHILDREN cower behind the adults. BLAIR is genuinely moved by his plight.

BARNES hefts the RPG, looks toward MORRISON-- "should I?" Morrison seems torn, about to give the order--

LISA rushes in from the communications area, breathless, amazed by her own news:

LISA
Regional got through to CLA-- they want us to rig a video feed.
(gesturing at Marcus)
He wants to see him.

MORRISON
Who does?

LISA
John Connor.

They all seem astonished-- this has gone right to the top.

CUT TO:

INT. OUTPOST/COMMUNICATIONS AREA - DAY

MARCUS sits impatiently in a wooden chair, facing a VIDEO CAMERA and a MICROPHONE. BARNES trains an RPG at his head while MORRISON finishes PADLOCKING HEAVY CHAINS to the BOLTS in Marcus' arms and legs-- these attach to a nearby STEEL POST. BLAIR stands nearby. LISA fumbles nervously with the TRANSMITTER, plugging in wires.

MARCUS
So this guy is what, like king of the world, or what's left of it?

(CONTINUED)

CONTINUED:

MORRISON
John Connor founded the Resistance. When the war began, no one even knew who the enemy was-- Connor taught us how to fight back. He saved humanity.

MARCUS
Yeah, well, humanity's never done all that much for me. Why can't I see him?

MORRISON
Nobody sees him. Skynet can't be allowed to discover his location, even his appearance is kept secret.

LISA makes a connection, we hear CONNOR'S VOICE, the same one we heard on the car radio.

CONNOR'S VOICE
--hello-- standing by--

LISA
Sir, we can hear you, sir, working on a visual, sir...

INT. COMMAND CENTER/CONFERENCE AREA - DAY

MARCUS' FACE pops to life on a VIDEO MONITOR. We're in a Spartan, windowless space, it feels like it's underground.

CONNOR
Not what I expected...

JOHN CONNOR leans INTO FRAME, studies the screen. He wears a dark sweater, nothing like a uniform. Connor is 40ish now, but looks older, prematurely grey, years of war have taken a toll. There's an ever-present sadness in his eyes.

INTERCUT WITH:

INT. OUTPOST/COMMUNICATIONS AREA - DAY

MARCUS listens to the disembodied VOICE, unimpressed. The OTHERS almost stand at attention.

(CONTINUED)

CONTINUED:

CONNOR'S VOICE
It does seem lifelike-- is the face
able to mimic emotions--?

MARCUS rolls his eyes, makes an angry FACE at the CAMERA.

MARCUS
This shit is ridiculous. What the
hell do you want from me?

CONNOR
(stunned)
I-- I need to know what you are.

MARCUS
So do I! I don't know what I am, what
I'm doing here, I don't know shit--
maybe I never did, but-- I'm sick of it!
Just blow my head off or let me go.

CONNOR
This isn't right. I can't be
having a conversation with a
terminator, Skynet isn't that
sophisticated yet. Unless... were
you sent here from the future?

MARCUS
(very confused)
What?

CONNOR
Skynet's developing a time
displacement field, we've decrypted
recent data transmissions.
(sadly)
I know for a fact that soon machines
will be travelling back decades. To
try and stop us from winning this war
before it begins...

Marcus takes this in for a sober moment.

MARCUS
You're out of your mind, aren't you?

This earns outraged glares from the others, but Blair stifles
a smile. Barnes moves to strike him, Morrison stops him.

CONTINUED: (2)

CONNOR'S VOICE
Jesus... I've seen enough. Stand by for further instructions.

The CONNECTION goes dead.

INT. COMMAND CENTER/CONFERENCE AREA - DAY

Densely marked MAPS on a CONFERENCE TABLE. CONNOR is now flanked by a couple of SENIOR ADVISORS, older military men-- along with KATE BREWSTER, late 30s, now his wife-- and visibly PREGNANT. She's poring over FAXES of the X-RAY IMAGES. (Like Connor, all military personnel here favor casual dress, at most pins or patches to indicate rank.)

KATE
He's not a cyborg-- no blood, no human tissue over the endoskeleton.

CONNOR
Besides, the first T-800s won't be manufactured until '26.

ADVISOR #1
Maybe he's a one-off, an experiment.

ADVISOR #2
Let's hope. If there are more out there like him, we're in serious trouble. Christ, a terminator with attitude...

KATE
Where did they find him?

ADVISOR #1
East-central Texas, near an area of heavy Skynet concentration. The outpost where they're holding him is reasonably secure, but it's not much more than a commune.

CONNOR
I want him extracted.

ADVISOR #1
Done. What then?

CONNOR picks up the FAXES, disturbed by them.

(CONTINUED)

CONTINUED:

CONNOR
Get him to our best people for disassembly, find out what makes him tick. We need to get into that metal skull, crack his CPU at all costs.

THE ADVISORS nod, pick up their papers and exit. As soon as they're gone, Connor sits wearily in a chair, tosses the X-rays and papers onto the table, his authoritative mask slipping. Kate touches his arm. He leans his head against her pregnant belly.

CONNOR (cont'd)
Kate, why did I become leader of the Resistance?

KATE
Because people trust you... you give them faith--

CONNOR
No. Because I knew I would be, I was told. I know when and where the major battles are going to take place. I know I'm going to send my own father back through time to save my mother-- even though I haven't met him yet. Christ, I even know the year I'm going to die...

KATE
John--

CONNOR
So how could I not know about this?!

He BANGS HIS FIST on the table atop the PAPERS.

CUT TO:

INT. OUTPOST/CORRIDOR & LAUNCH TUBE - DAY

MARCUS is marched down the corridor to the launch tube, Frankenstein-like, MORRISON holding the chains, keeping a safe distance from him, while BARNES keeps the RPG trained at Marcus' head.

(CONTINUED)

CONTINUED:

Marcus shuffles awkwardly, the bolts hampering his ankles. It’s reminiscent of his death walk at film’s opening.

MARCUS
Feels like I been here before... what are you gonna do to me?

MORRISON
Nothing. Los Angeles is sending a chopper-- seems you’re some kind of VIP.

They reach the edge of the SILO PIT-- a long drop, smooth walls, a long METAL LADDER leading down into darkness. MARCUS pauses by the ladder, holds up his bolted arms questioningly-- “now what?”

At a look from Morrison, he and Barnes BODY-CHECK MARCUS at once, sending him flying over the edge--

MARCUS FALLS the thirty feet or so, strikes the concrete FLOOR of the launch tube with a sickening THUD, the CHAINS clattering down around him.

MARCUS is stunned, barely conscious as the LADDER is PULLED UPWARD. It’s like the bottom of a well, twenty feet in diameter, sheer concrete walls, the floor BLACKENED from a rocket blast.

ANGLE UP - his captors look down at him for a moment, then move out of view.

CUT TO:

INT. TRANSPORT - NIGHT

CAMERA MOVES past the PRISONERS, a couple dozen total... An HISPANIC COUPLE huddle against one wall, whispering to each other IN SPANISH... COW rocks in despair, head in her hands, BULL and PIG mutter to each other nearby... an OLDER WOMAN prays, going through rosary beads... FIND STAR and KYLE. She’s watching as KYLE uses his pocket knife to CARVE an image in the wall of the transport. He looks up.

KYLE
We’re stopping.

(CONTINUED)

CONTINUED:

The BACK PANEL rolls upward. CONTROL ROBOTS-- reminiscent of the treaded T-1s but without the heavy weaponry-- flank a path from the rear of the transport towards BRIGHT LIGHT up a RAMP a short distance away.

THE PRISONERS instinctively move away from the robots, moving to the front of the container... until ZZZAP! BLUE ENERGY crackles across the floor. THE PRISONERS CRY OUT in pain at the electrified surface, and dash toward the opening at the rear, leaping out of the container.

LOW ANGLE, as the prisoners run by, we hold a moment on Kyle's graffiti-- it's the STICK FIGURE IMAGES of KYLE and STAR we saw before, they both hold hands with a LARGER STICK FIGURE who stands between them, meant to be MARCUS.

INT. UNDERGROUND GARAGE - NIGHT

THE CONTAINER has stopped in a large subterranean space. There are numerous FUTURISTIC VEHICLES here-- hydrogen CARS, three-wheeled ATVs, electric BUSES. CONTROL 'BOTS closest to the container start to close in on the huddling PRISONERS.

A ROBOT BUMPS into BULL, sending another JOLT OF ELECTRICITY through his body, like a cattle prod. Everyone gets the picture, starts hurrying down the line, the ROBOTS closing around them.

COW looks around nervously, clearly freaking out. Spotting a gap between the robots, she bolts--

--a ROBOT SWIVELS and CUTS HER DOWN with an ENERGY BLAST. She lies still, SMOKE rising from her body.

The other PRISONERS pick up the pace.

STAR
I'm scared.

KYLE
(hugging her)
Whatever happens, we stick together.

The LIGHT emanates from FROSTED WINDOWS at the top of the RAMP, through which we make out the SILHOUETTES of human figures.

(CONTINUED)

CONTINUED:

GLASS DOORS part ahead of the prisoners-- a stark white, sterile environment beyond. THE ROBOTS stop here. THE PRISONERS disappear inside... and the DOORS CLOSE.

CUT TO:

INT. OUTPOST/LAUNCH TUBE - NIGHT

BARNES remains on guard duty with the RPG, propped up on some cushions, a LANTERN by his side-- it's pretty late, the generator's shut down. He's reading an old, yellowed COMIC BOOK, he has a small stack at his side.

MARCUS' VOICE echoes up from below, startling him.

MARCUS
Hello? Anyone there?
(beat)
I'm thirsty.

BARNES
(snickering)
Want some motor oil?

MARCUS
I need water.

BARNES
Bullshit. Machines don't drink.

MARCUS
Please, I'm--

BARNES
Shut up, robot!

BARNES returns to his reading. He reacts to FOOTSTEPS from the long corridor into the living area behind him.

BLAIR approaches with a FLASHLIGHT, her manner conciliatory.

BLAIR
How's it going, Barnes? Thought you might like a late-night snack.

She pulls a crumpled plastic PACKAGE out of a pocket of her flight suit-- ancient Hostess snack cakes. BARNES' eyes light up as he puts the RPG aside and grabs it.

(CONTINUED)

CONTINUED:

BARNES
Where in hell'd you get these?

BLAIR
We got a stash back at the base.

BARNES tears open the package hungrily, takes a bite. He grins, but as he chews, his expression darkens.

BARNES
Kinda stale.

BLAIR
You need something to wash it down.

From another pocket, she produces a plastic water bottle filled with a murky gray liquid.

BARNES
I'm on duty, you know.

So saying, he takes the bottle, unscrews the cap and takes a long pull. It's powerful hootch, he gasps for air, passes her the bottle as she sits beside him. She doesn't drink.

BARNES (cont'd)
Twinkies and moonshine. You trying to seduce me again?

BLAIR
You know I always liked you, Barnes. I just didn't want to join the harem.

BARNES
What can I say? It's our duty to repopulate the planet.

BLAIR
Noble of you to make the sacrifice.

BARNES
C'mere.

He pulls her close to him for a kiss. After a moment, she pulls away and moves to the corridor entrance. There's a large SLIDING STEEL DOOR here.

BLAIR
I prefer a little privacy.

CONTINUED: (2)

With some effort, she pulls the door CLOSED. BARNES rises with a grin, undoing his shirt, coming close to her. He's already unsteady on his feet.

BARNES
You're so twentieth century...

He puts his arms around her for a full body embrace--

BARNES (cont'd)
Admit it, I'm the best you ever had...

His words are slurring. He slides to the floor, slowly losing his grip. He rolls onto his back with a drugged-out expression of bliss on his unconscious face.

BLAIR
Men. You're all talk.

IN THE BOTTOM OF THE PIT

MARCUS leans against the wall in the dark, rolls out of the way as the LADDER drops. BLAIR descends quickly, the FLASHLIGHT in her belt, a battery BLADE SAW in one hand. She sets the flashlight on the ground and moves to his side--

BLAIR (cont'd)
I used up the last of my Valium for you... Hold out your arms.

He does, she fires up the SAW, moves it carefully to the bolt joining his forearms. SPARKS fly from the BUZZING BLADE as it digs into the metal-- it's going to take some time.

MARCUS
Why are you doing this?

BLAIR
I don't believe you're a terminator.

MARCUS
So what am I...?

BLAIR
Whatever you are-- I owe you one. Once you're free, I'll lie down next to Barnes-- they'll assume you escaped while we were passed out--

CONTINUED: (3)

MARCUS
You think they'll buy that?

BLAIR
Worth a shot.
(looking at him)
Marcus, Command wants to take you apart, cut open your head. One thing I know, you're alive-- and you've got a right to live.

THE BUZZING SAW BLADE sound-bridges to:

EXT. FOREST CLEARING - NIGHT

THE WHIR OF CHOPPER BLADES. A SPOTLIGHT shines over the low growth in the minefield as a BLACKHAWK HELICOPTER circles, coming in for a landing. WEAPONS RACKS are jury-rigged beside the spotlight, the chopper bristles with AUTOMATED CANNONS, MISSILES and NAPALM TANKS.

THE SPOTLIGHT picks out the CONCRETE and STEEL CAP of the LAUNCH TUBE.

INT. OUTPOST/LAUNCH TUBE - NIGHT

THE SAW finishes cutting the BOLT between Marcus' legs; his arms are already free. The BUZZING cuts out, but now they hear the CHOPPER LANDING directly overhead.

BLAIR
They're already here for you--

MARCUS slides the BOLTS out of his legs, freeing himself from the chains.

BLAIR (cont'd)
Hide in the forest, then aim west for open country--

MARCUS
I'm heading across the river.

BLAIR
No human being can survive there--

CONTINUED:

MARCUS
I’m not human, remember?

BLAIR
You’re gonna try and save those kids.

MARCUS
It’s the only thing I can think of
that makes any sense...

BLAIR
Marcus, for all you know, they’re
dead already--

MARCUS
For all I know, they’re the reason
I’m back from the dead.

BLAIR studies him a moment, no changing his mind. But she admires him. She starts up the ladder, MARCUS following.

BARNES is still passed out as BLAIR and MARCUS ascend to the platform around the pit. They move to the sliding door--

BLAIR starts to open it, but sees a LIGHT and hears VOICES and FOOTSTEPS at the far end, SLIDES IT SHUT again.

BLAIR
Damn it, we’re too late--

MARCUS
Where’s that go?

MARCUS points to a LARGE VENTILATION FAN behind STEEL GRATING, eight feet above them, on the far side of the pit. It’s not running, but there’s no way to get through it.

BLAIR
Should lead out, but there’s no way
past the fan--

MARCUS is already picking up the RPG-- but he points it backwards, has no idea how to shoot it--

BLAIR grins, grabs the RPG from him-- then braces herself, takes aim and FIRES--

KABOOM! The EXPLOSION rips OPEN the GRATE, destroys the FAN.

INT. OUTPOST/CORRIDOR - NIGHT

MORRISON escorts a pair of powerful UNIFORMED SOLDIERS armed with HIGH-TECH RIFLES with explosive shells-- they react to the EXPLOSION beyond the closed door-- and break into a run, the soldiers readying their weapons.

INT. OUTPOST/LAUNCH TUBE - NIGHT

MARCUS and BLAIR have moved around the narrow walkway to the far end of the pit, beneath the SMOKING HOLE. Blair thinks of something, pulls a small DEVICE from her flight suit, the size of a pack of cigarettes, holds it toward Marcus.

BLAIR
Here. My ELT-- emergency locator transmitter. If you find the camp, activate it like this. It could really help the Resistance.

She indicates a button. MARCUS takes the device--

--then grabs her, KISSES HER hard on the mouth-- she's startled-- it felt very human.

MARCUS
Thank you.

MARCUS grabs the sharp, still smoking STEEL projecting from the hole and pulls himself upward as--

THE DOOR SLIDES OPEN and the SOLDIERS open FIRE at MARCUS--

BLAIR hits the deck as EXPLOSIVE SHELLS tear HOLES in the CONCRETE--

--SHRAPNEL hits MARCUS in the back, he's thrown into the ventilation shaft--

INT. VENTILATION SHAFT - NIGHT

MARCUS has a CHUNK OF REBAR lodged in his left SHOULDER, but he doesn't even notice this yet. He picks himself up and moves quickly in the darkness, crouching in this cramped tube. There's a TURN up ahead, he just makes it as--

An EXPLOSIVE SHELL rockets through the shaft behind him--

(CONTINUED)

CONTINUED:

BOOM! THE BLAST TEARS through the metal tube, DIRT POURS IN, blocking the tunnel from his pursuers.

EXT. FOREST CLEARING - NIGHT

Near the edge of the clearing, a low STEEL VENT with a peaked CAP. DENTS appear in it from within--

MARCUS finally PUNCHES his way out, pulls himself up and rolls onto the dirt-- for a moment he seems safe, laying low in the grass. Then--

--he registers the REBAR in his shoulder. It goes right through him, emerging from his chest. Marcus is stunned. With some effort, he YANKS OUT the REBAR and tosses it aside. TORN METAL of his steel endoskeleton is now exposed, along with a glimpse of circuitry. Marcus reels, puts a hand over the hole in his chest where a heart should be; he really isn't human. He doesn't have much time to deal with this as--

--THE CHOPPER emerges from behind the treeline, the SPOTLIGHT picks him out and AUTOMATIC FIRE erupts--

MARCUS runs a few yards and throws himself to the ground as--

GUNFIRE STRAFES around and ahead of him-- setting off several MINES which send up clouds of dirt.

MARCUS picks himself up and runs for the trees, leaping over the barbed wire.

EXT. FOREST - NIGHT

MORE GUNFIRE rips apart the trees around Marcus as he sprints and weaves, making his way toward the river. The SPOTLIGHT picks him up and loses him again-- it's tough for the chopper to get a clear shot at him here.

EXT. RIVERBANK - NIGHT

MARCUS has reached the edge of the trees, he can see the river just beyond. He starts to move for it, when--

--FWOOM! The forest around him ERUPTS INTO FLAME, the chopper has laid NAPALM along the river's edge.

(CONTINUED)

CONTINUED:

MARCUS reels from the intense heat, bats out FLAMES on his clothes, but his skin remains undamaged. Realizing he can keep on moving--

--MARCUS DASHES through the dense FIRE to--

EXT. RIVER - DAWN

--the RIVER, where the sky is just starting to LIGHTEN. MARCUS SPLASHES into the shallows, extinguishing the FLAMES. He fills his hands with water and sucks it down gratefully.

ANGLE ON THE WATER - A GLIMMER of METAL below the surface, heading for the source of the splashing. Suddenly--

--the BLACKHAWK CHOPPER drops down directly in front of Marcus, hovering a few feet above the water, the GUNNER pointing his weapon directly at Marcus (he's one of the two soldiers we saw before). The BLADE WASH swirls the water in a whirlpool and beats back the FIRE behind Marcus. As the GUNNER OPENS FIRE--

--MARCUS DIVES below the surface, BULLETS ZINGING through the murky water.

UNDERWATER - MARCUS is winged by a couple of shots, his thermoplastic flesh getting torn apart--

WITH THE GUNNER - He pauses a moment, squinting into the WATER for a glimpse of Marcus, but failing to register that--

--BELOW THE CHOPPER, right beneath him, the WATER ROILS as if teeming with piranha. Suddenly--

--HYDROBOTS ERUPT from the RIVER with a hideous BUZZING SOUND. Hydrobots resemble segmented serpents, eyeless, but with razor-sharp heads that DRILL into their victims-- they respond to sound and vibrations. About a dozen of these four-foot long, glistening steel snakes shoot from the water to attack the chopper.

INSIDE THE CHOPPER - HYDROBOTS PIERCE the aluminum FLOOR, and shoot into the cabin, the PILOT and the two SOLDIERS CRY OUT.

The GUNNER tumbles out of the chopper and FALLS in the water.

THE PILOT attempts to maintain control, but the hydraulics are damaged and the steel serpents thrash about in the cabin.

(CONTINUED)

CONTINUED:

THE GUNNER surfaces, trying frantically to swim to shore. But the hydrobots are upon him, he SHRIEKS and disappears beneath the bubbling surface, which now boils with BLOOD.

IN THE CHOPPER - A WHIRRING HYDROBOT penetrates the other soldier's leg. He SCREAMS and wrenches the thing back out, tossing it from the chopper just before--

--THE CHOPPER CRASHES INTO THE SHALLOWS.

THE PILOT leaps from the cabin and makes it to shore, where he collapses. But the remaining, wounded SOLDIER can't get out of the hip-deep water before the HYDROBOTS are upon him.

Suddenly, HANDS BURST from the water, grabbing the soldier. A second later, MARCUS SURFACES, slinging the man over his shoulder. He strides to shore, as if rescuing the man from enemy fire, hydrobots thrashing and bubbling at his waist.

MARCUS reaches the amazed pilot, lays the wounded soldier down beside him, then tears a whirring, writhing HYDROBOT from the soldier's belly and WHIPS its head against a ROCK-- it SPARKS, micro-machine parts fly. The pilot and wounded soldier stare at him, astonished.

MARCUS
Don't mention it.

He tosses the dead robo-snake aside, then turns and moves back into the water, quickly vanishing below the surface.

UNDERWATER - MARCUS moves steadily across the silty river bottom. He doesn't need air. HYDROBOTS come at him, he swats them away as if they were mosquitoes, CRUSHING in his hand those that linger too long. Those which make contact with his artificial skin can't get far, turn and swim off.

EXT. FAR RIVERBANK - DAY

MARCUS emerges, the FLAMES still visible on the other side of the river, behind him. He doesn't look back, as he moves into Skynet turf. This side of the river isn't wooded, everything has a concrete, industrial feel. Marcus is a mess, both clothing and skin are shredded and charred.

He nearly bumps into a SKELETAL STEEL TERMINATOR, which emerges from behind a concrete wall. The terminator trains its PLASMA RIFLE on MARCUS, scans him, RED EYES glowing...

(CONTINUED)

CONTINUED:

TERMINATOR'S POV - RED FILTER, MARCUS' FORM is TARGETED. READ-OUTS on the side, the HIGHLIGHTED WORDS "NON-ORGANIC - DO NOT TERMINATE."

THE TERMINATOR turns from MARCUS, no longer interested, moving off on its preprogrammed patrol.

MARCUS moves up a sloping, CONCRETE EMBANKMENT. At the top of the rise, he sees, spread out before him--

EXT. SKYNET TERRITORY - DAY

--a hideous industrial sprawl, OPEN GAS FLAMES, SMOKING FACTORIES, rumbling VEHICLES, H-Ks, TERMINATOR TROOPS on patrol. Nothing green, a GREY HAZE hangs over the landscape.

After a moment, MARCUS shakes his head and gamely soldiers on, moving along the edge of the elevated embankment.

EXT. SKYNET PERIPHERY - DAY

MARCUS moves past banks of ANTI-AIRCRAFT guns and MISSILE LAUNCHERS, interspersed with slowly rotating RADAR TRACKING DISHES-- the first line of defense. From this fortress-like wall he descends into the nightmarish environment beyond.

MARCUS reacts to a CAWING SOUND above, looks up to see--

--A CROW perching on an overhead WIRE. A second later--

ZAP! A BLUE PLASMA PULSE blasts the thing to smithereens, a few BLACK FEATHERS drift down as--

--a T-400 (same mask-like face we saw earlier) lowers its plasma weapon and strolls on. Target practice.

MARCUS stays out of the way of the TERMINATOR LEGIONS patrolling near the riverside.

EXT. DEMOLITION SITE - DAY

MARCUS heads inland, past the ruins of a CHURCH-- WALLS with the remains of stained glass WINDOWS, STATUES OF SAINTS. Hearing RUMBLING NOISES, Marcus hurries out of the way as--

CONTINUED:

A WALL collapses, pushed down by an automated SKYNET BULLDOZER. This gigantic, self-operated construction machine has a swivelling CAMERA HEAD instead of a cab. Its giant TREADS roll over the STONE STATUES, crushing them to dust.

EXT. CONSTRUCTION SITE - DAY

MARCUS keeps moving into Skynet's turf. The demolition gives way to massive CONSTRUCTION, as the robots remake the human world in their own image.

CONSTRUCTION ROBOTS erect a low-slung STEEL FRAME structure, automated CRANES and SUPPLY TRUCKS about. These robots are oversized versions of the steel terminators we know, but with multiple limbs bearing WELDING TOOLS, and TREADS instead of legs. Marcus watches as BEAMS are quickly welded into place by telescoping steel arms.

EXT. SKYNET STREET - DAY

MARCUS continues into the completed robot city. Skynet's ARCHITECTURE is featureless, bland, purely practical: single-story, windowless CONCRETE or STEEL structures with massive open DOORWAYS to accommodate their largest machines. A RED GLOW emanates from the interiors, the robots' preferred lighting scheme. No sidewalks or signs, just thick GRIDS of POWER LINES and PIPES overhead. Constant NOISE of BUZZING POWER, RATTLING MACHINES, etc.

MARCUS steps inside one of these buildings--

INT. TERMINATOR FACTORY - DAY

This TERMINATOR ASSEMBLY PLANT is an intricate, multi-leveled clockwork maze of moving CONVEYORS and INDUSTRIAL ROBOTICS.

ELECTRONICS and HYDRAULICS are ROBOTICALLY SOLDERED in place. STEEL PRESSES stamp out TERMINATOR PARTS-- TORSOS, FACE PLATES, SPINAL COLUMNS, LIMBS.

Partially-completed PARTS are moved by CONVEYOR to ASSEMBLY STATIONS, where LIMBS and HEADS are JOINED to TORSOS, elaborate OPERATIONS carried out by INDUSTRIAL ROBOTS, like the ones in present-day factories.

(CONTINUED)

CONTINUED:

SYNTHETIC SKIN is SPRAYED OVER a METAL ENDOSKELETON in precise amounts, building up to create human features... this is a T-400.

An INDUSTRIAL ROBOT ARM picks up a CPU from a DRY-ICE CONTAINER. The CPU features the distinctive, linked rectangles familiar from the earlier films. The arm lifts this gingerly to a TERMINATOR SKELETON and INSERTS IT into the STEEL SKULL, SCREWING A SEAL over the hole.

THE RED EYES flicker to life, and THE ARMATURE releases the TERMINATOR, which moves away under its own power. It removes a PLASMA WEAPON from a WALL RACK, moving past--

--the dumbfounded MARCUS.

THE TERMINATOR joins a dozen identical robots, who ride on a treaded SKYNET TANK with a PLASMA CANNON and FLAMETHROWER. There are numerous TANKS here, awaiting deployment.

EXT. SKYNET STREET - DAY

Rounding a corner on a straight, narrow street, MARCUS sees all the ROBOTS and SMALL VEHICLES clearing into small NICHES built into the walls on either side, as if clearing a path for him. It takes him a moment to realize it’s not him they’re responding to-- a RUMBLE BUILDS...

A convoy of GIGANTIC SKYNET TRUCKS-- a half-dozen modified SEMIS now driven by CPUS-- bear down on MARCUS at extremely high speed. They carry construction supplies: massive STEEL BEAMS, CONCRETE PIPES, etc. And there’s barely inches of clearance on either side.

These things aren’t slowing down. There’s nowhere for Marcus to duck out of the way. He has no choice but to RUN, as fast as he can, the lead vehicle gaining on him rapidly.

MARCUS THROWS HIMSELF to the concrete in the middle of the street, pressing his body flat as the LEAD TRUCK passes over him, the wheels missing him by inches.

But he has only a moment’s respite. THE NEXT TRUCK has a lower undercarriage, a steel CROSSMEMBER catches his back--

--and DRAGS MARCUS beneath the vehicle, ripping off chunks of flesh.

(CONTINUED)

Marcus CRIES OUT, crawls ahead and clings to a forward portion of the undercarriage, keeping himself just above the pavement. His LEFT LEG, twisted and damaged, still drags on the asphalt, throwing up SPARKS.

OVERHEAD ANGLE ON THE TRUCK - CAMERA PULLS BACK straight above the MOVING VEHICLE, amidst the convoy speeding down this sunken artery. CAMERA KEEPS MOVING UPWARD to reveal an AERIAL VIEW of Skynet's city. Seen from above, the rectilinear STRUCTURES, criss-crossing POWER LINES and SPEEDING VEHICLES strongly resemble a PULSING CIRCUIT BOARD.

CUT TO:

INT. COMMAND CENTER/CORRIDOR - DAY

JOHN CONNOR moves grimly down a narrow, steel passageway, FOOTSTEPS ECHOING. He reaches the MP, outside the door.

CONNOR
I need to talk to the prisoner.

The MP looks a little surprised, but says nothing. He undoes the LATCH on the door and opens it for Connor.

INT. COMMAND CENTER/INTERROGATION CELL - DAY

A bare, windowless space with only a cot, a metal chair and a bedpan. BLAIR looks up, bleary-eyed, exhausted and scared. CONNOR gestures for the MP to close the door behind him.

CONNOR
Lieutenant Williams. I'm sorry about the way you've been treated, but we're forced to take every precaution. I'm John Connor.

Blair's mighty impressed, in spite of the circumstances. She leaps to her feet, stands at attention and salutes.

BLAIR
Sir.

CONNOR
At ease. Please, sit.

CONTINUED:

CONNOR pulls up the chair, close to Blair, who sits on the bed. His tone is careful, controlled.

CONNOR (cont'd)
I've gone over your record, lieutenant. You're a good soldier, flown a lot of missions...
(beat)
Why in God's name would you help a terminator escape?

BLAIR
Sir-- he isn't a terminator. He's human.

CONNOR
We know he's crossed into Skynet territory, why would he do that if he isn't't--

BLAIR
He's trying to find his friends.

CONNOR
What friends?

BLAIR
A couple of kids. They were taken in a Skynet transport, probably to some kind of prison camp-- he said their names were Star and Kyle.

Connor blinks at this, alert.

CONNOR
Kyle.

Blair picks up on his interest, but doesn't understand it.

BLAIR
Mm... Kyle something. With an 'R.'

CONNOR
Reese.

BLAIR
That's it. How did you...?

CONTINUED: (2)

CONNOR is already on his feet, BANGING on the door-- the MP unlatches it to let him out--

INT. COMMAND CENTER/CORRIDOR - DAY

Partway down the hallway, CONNOR encounters KATE, who walks with him, takes in his expression.

KATE
What is it, John?

CONNOR
I always knew I'd have to find him someday. I just didn't know how.

KATE
What? Find who?

CONNOR
My father.

CUT TO:

INT. LABORATORY - DAY

START CLOSE on KYLE'S HAND, clutching STAR'S tightly. We hear them SINGING faintly, together:

KYLE AND STAR
Twinkle, twinkle, little star...

WIDER, their heads, feet and chests are clamped onto SLIDING TRAYS, a long row of these hold OTHER PRISONERS as well. Kyle and Star must reach across a gap between the trays to hold hands. (It's the first time we've seen her hatless.)

The trays are all poised before panel-covered SEMI-CIRCULAR OPENINGS built into the wall, in a sterile, hospital-like environment. Above each opening is a MONITOR SCREEN. An ominous HUM is building.

IN AN ADJACENT OPERATING THEATER, visible through GLASS WALLS, MEDICAL LASERS mounted on ROBOTIC ARMS work on anesthetized patients (we needn't see the grisly details).

BEHIND STAR and KYLE, the PANELS OPEN, the trays slowly SLIDE into the OPENINGS. SCREAMS and SOBS from other prisoners.

(CONTINUED)

CONTINUED:

STAR
Oh no, oh no...

KYLE
Shh, keep singing.

Kyle and Star hold hands for as long as possible, then release their grip as their bodies enter the chambers and the panels slide shut.

INT. STAR'S TESTING CHAMBER - DAY

Immobilized in this small, tubular chamber, like an MRI, STAR closes her eyes as she's bathed in BRIGHT LIGHT, LASER GRIDS projecting over her skull. The HUMMING is LOUDER.

STAR
Up above the world so high, like a diamond in the sky...

INT. KYLE'S TESTING CHAMBER - DAY

The same thing is happening to Kyle. He's no longer singing.

KYLE
Stop it stop it STOP IT!

CUT TO:

EXT. SKYNET HIGHWAY - DAY

WITH MARCUS beneath the truck. He's moved to the edge of the chassis, near a WHEEL, moving slowly, carefully. There's a bit more clearance at the sides of the sunken highway now, but they're still moving awfully fast.

THE WHEEL TURNS, the vehicle suddenly SLOWS to negotiate a turn, braking downhill. Marcus seizes this opportunity.

ANOTHER ANGLE as MARCUS LAUNCHES himself from below the vehicle, rolling into the GAP between the convoy and the concrete wall. The remaining vehicles RUMBLE PAST, as MARCUS presses himself against the wall.

CONTINUED:

When they're gone, he gets to his feet, limping down the highway on foot for a short distance, dragging his damaged leg behind him. He hears ANOTHER CONVOY approaching.

Just in time, he finds a SEAM in the poured concrete, it's enough to give him purchase-- he struggles to climb up the eight feet of freeway wall.

MARCUS makes it over the top, TRUCKS RUMBLING past below. This is desolate, hilly country.

ANGLE DOWN - among the vehicles below is a CONTAINER, like the one that held Kyle and Star. We glimpse the anguished FACES and REACHING HANDS of CAPTIVES within.

MARCUS reacts, moves as fast as he can alongside the trucks for a short distance until--

THE VEHICLES shoot ahead around a curve and out of sight. In the distance is a COMPLEX OF BUILDINGS, clearly the destination.

Marcus begins moving along the edge of the freeway, heading for the complex. He reaches the edge of a plateau, looks down, his expression changing. This is the last thing he expected to see. CAMERA MOVES to reveal--

EXT. COASTAL VALLEY - DAY

--a panoramic view of a GORGEOUS COASTAL COMMUNITY. The place is lush, green, with well-maintained, lovely HOMES in the distance, a BLUE SEA beyond. The complex of buildings stands a few miles away, at the far end of the valley.

MARCUS, amazed, limps down a gentle slope leading to this seeming paradise.

EXT. GOLF COURSE - DAY

MARCUS emerges from a small stand of trees and finds himself looking at a groomed FAIRWAY. Marcus hears a NOISE nearby--

--a GOLF BALL bouncing on the ground not far away. MARCUS turns in the direction it came from.

(CONTINUED)

CONTINUED:

An electric GOLF CART approaches, driven by a handsome, middle-aged golfer-- JEREMY-- who wears casual country club attire, eating from a clear BAG OF TRAIL MIX. Jeremy comes to a stop beside Marcus.

JEREMY
Are you all right?

Marcus slowly shakes his head, as Jeremy climbs out of the cart, looking him over carefully, taking in the exposed metal at his shoulder and leg.

MARCUS
What the hell is this?

JEREMY
You look like you've been hit by a truck--

MARCUS
Among other things. Look, I'm trying to find some friends-- a couple of kids. They were taken here, I saw some buildings--

JEREMY eyes him, a little surprised at his ignorance.

JEREMY
The facility, sure. Hop in, I'll take you there.

Marcus hesitates a beat, can he trust this guy? But Jeremy simply seems eager to help, as he guides him to the passenger seat, then gets behind the wheel. With a smile:

JEREMY (cont'd)
This round was gonna blow my handicap anyway. I'm Jeremy.

He extends a hand. After a beat, Marcus reaches toward it--

MARCUS
Marcus.

Jeremy clutches Marcus' hand tightly. Marcus blinks, Jeremy cocks his head, then lets go.

JEREMY
I can't connect with you at all... your interface must've been damaged. Don't worry, soon they'll have you as good as new.

With that, he hits the gas.

EXT. RESIDENTIAL STREET - EVENING

JEREMY drives the cart down the road, past well-kept homes with generous lawns-- it's a beautiful, upscale community at MAGIC HOUR. BICYCLISTS and FUTURISTIC CARS pass, Jeremy waves to NEIGHBORS. Marcus takes it all in with disbelief.

MARCUS
I didn't think there was-- anything like this left... anywhere.

JEREMY
Yes. We're very lucky. Want some?

He holds the plastic bag out to Marcus, who obligingly takes a handful of trail mix, pops it in his mouth. After a beat, he spits it back out in his hand, stares at it.

MARCUS
This isn't food.

JEREMY
Well, of course not. Seems you got a little memory loss going on.

Marcus stares at him, confused. Jeremy is starting to realize just how out of it he is, speaks as if to a child.

JEREMY (cont'd)
It's a foam resin. It can taste like anything you want it to-- but of course, we don't really <u>need</u> to eat.
(beat)
Our brains are powered by fuel cells, remember?

Marcus just stares, Jeremy gestures at the world around them.

JEREMY (cont'd)
We're in a transitional phase. Most of us need the comfort of the familiar a little while longer-- food, shelter, sex. Until we forget the old life.

As he speaks, he notices his BAG is nearly empty. He casually lifts his sport shirt and CLICKS OPEN a PANEL beneath his rib cage. We glimpse CIRCUITS, FIBER-OPTICS.

JEREMY (cont'd)
Eating-- well, chewing-- it's one of the hardest habits to break... but before long, none of this will be necessary. We won't even need these bodies.

From within he removes an identical BAG FILLED with TRAIL MIX (the stuff he just ate), and replaces it with the empty bag. He clicks the panel shut again, pops a NUT in his mouth.

Marcus stares at this, appalled, then blinks and looks away. He reacts to the sound of PIANO MUSIC, a difficult piece being played expertly-- PASSING a PICTURE WINDOW, he sees a PIANIST practicing.

In front of this home, a GARDENER and WINDOW WASHER are hard at work. They're both T-400s, with the eerie mask-like faces. Marcus reacts.

MARCUS
Terminators!

Jeremy winces, as if at a racial epithet. He's starting to regret giving Marcus a lift, his manner is careful, as if he'd picked up some homeless guy.

JEREMY
We don't call them that here.

Marcus grabs Jeremy, who pulls back a bit, alarmed.

MARCUS
What are you?

JEREMY
A hybrid. The same as you.

CONTINUED: (2)

MARCUS
A hybrid-- human and machine?

JEREMY
Of course. That's what this community is for-- people like us.

MARCUS
Jesus... why?

JEREMY
You should be grateful to have been chosen.

MARCUS
What about the ones who weren't?

JEREMY
You mean like Janet and the kids.

For a moment, Jeremy's expression darkens. Then he shuts his eyes, and his features relax.

MARCUS
Your family. You lost them?

Jeremy nods and SMILES, looking at him once more.

MARCUS (cont'd)
Why are you smiling?

JEREMY
'Cause I feel good. The interface recognizes negative emotions-- rage, grief, despair-- and stimulates positive endorphins in response. Thank God, life would be pretty unbearable otherwise, don't you think?

EXT. PARK - DUSK

They've left the main street now, driving down a WOODED PATH leading to the "facility." There are lawns, fountains, etc. Marcus SLAMS ON the brakes, then clutches Jeremy by the throat-- the man looks more annoyed than frightened.

CONTINUED:

MARCUS
Tell me everything. How did you people get here?

JEREMY
Most of us worked at NASA or DARPA. I was an engineer on Project Angel--

Marcus drags the man from the cart by his throat, squeezing harder.

MARCUS
Angel-- what is it?

JEREMY
Advanced Nexus of Genetic and Electronic Life-forms... A-N-G-E-L. You can stop choking me, it's not like I need to breathe.

Marcus releases him, but remains in his face. Jeremy takes a moment to recover his composure.

JEREMY (cont'd)
We replaced the body's hydrocarbons with plastinated compounds while maintaining cellular structure-- analog neural impulses were converted to wireless digital signals, controlling the micro-tech chassis--

MARCUS
English!

JEREMY
(sighs, slowly)
The goal was a superior support system for the human brain-- to go anywhere, do anything-- explore deep space, the bottom of the sea. I specialized in optics.

He taps his own eye with an audible CLICK, not flinching. Marcus takes a couple steps away, looking at his own hands.

Jeremy points to nearby BUILDINGS, a little peevish.

CONTINUED: (2)

JEREMY (cont'd)
The facility is just ahead. I'll let them know you're coming.

So saying, he's back in the cart, pulling away in a hurry. A moment later, Marcus moves off amongst the trees.

Nearing the complex, Marcus reacts to BIRDSONG above. He looks up, stops as he sees--

--a TINY SPEAKER, concealed amongst the LEAVES.

MARCUS moves to this tree, touches it-- the bark feels unnatural. He RAPS it with his FIST-- it sounds hollow, made of FIBERGLAS. He fingers a LEAF, tries to bend it-- PLASTIC.

He crouches, studying the GRASS. After a moment, he finds a SEAM in the pristine lawn. He starts to peel it up... it's ASTROTURF. Beneath it is SANDY DIRT.

Marcus KEEPS PEELING the plastic covering back... more dirt-- and BITS OF BONE. As he continues to uncover the ground we see recognizable CHUNKS of SKULLS, LEGBONES, etc.

By now he's rolled back a few square yards, numb with horror. Marcus moves on toward the complex with new determination, trying to stay out of sight.

CUT TO:

INT. LABORATORY - NIGHT

ON THE MONITORS above the long row of chambers-- colorful 3-D IMAGES of the prisoner's BRAINS are being constructed, like PET scans. DENSE DIGITAL READ-OUTS BELOW, as data is analyzed. (Levels of seratonin, endorphins, etc.) Beside these are BARCODES and small INSET PHOTOS taken within the chamber, the subjects looking frightened.

IN THE OPERATING THEATER, the LASERS are still now, their grisly work done for the moment, awaiting the next batch.

An ENGINEER, a nice-looking, well-built young man in loose black clothing, moves down the row of chambers, studying results. He speaks into a subtle HEAD-SET:

CONTINUED:

ENGINEER
32578 - acceptable. 32579 - no, insufficient neural capacity. 32580 - eh, this one shouldn’t have even been brought here...

As he speaks, the BARCODES on the monitors in question turn either RED or GREEN in response to his judgments.

He reaches KYLE’S CHAMBER, we see Kyle’s anguished FACE on the monitor photograph.

ENGINEER (cont'd)
32581 looks good...

Kyle gets a GREEN BARCODE, the engineer is on to Star, he strokes his chin.

ENGINEER (cont'd)
32582... hm, borderline. May not be emotionally compatible. Pass.

On STAR’S MONITOR-- RED BARCODE.

The engineer KICKS something on the floor, bends down to pick it up-- STAR’S BASEBALL CAP. He flings it expertly into--

--a nearby TRASH RECEPTACLE.

CUT TO:

EXT. OFFICE PARK FACILITY - NIGHT

A series of LOW-RISE BUILDINGS, attractively LIT, surrounded by lawn, trees and water features. A HUMAN TRANSPORT heads down a RAMP into a parking structure; a GATE closes.

FIND MARCUS, watching this from behind some plastic foliage. He sets his jaw, removes something from his pocket, fiddles with it and places it carefully in the bushes. He moves on.

Nearing an entrance, he hears a familiar voice from nearby.

SERENA
Marcus!

CONTINUED:

A BACKLIT FIGURE approaches-- as her face enters the light, we see that it's SERENA, looking healthy, beautiful. Marcus stares at her coldly.

SERENA (cont'd)
Marcus... it is you. You're alive, you found us. Welcome to paradise.

MARCUS
(disgusted)
It's a graveyard.

SERENA takes in his anger, adopts a regretful tone.

SERENA
There was no choice-- the old civilization had to be eliminated. To make way for a new world... a world without death or suffering.

SERENA puts her arms around him. He doesn't return the embrace, but he doesn't resist her.

SERENA (cont'd)
You were the first... I'm sorry.

So saying, she presses a small, taser-like device at the base of his skull-- ZAP! MARCUS SPASMS and goes limp in her arms. SERENA lets him down gently on the ground.

SERENA (cont'd)
We should never have left you behind.

A pair of T-400s now approach from the shadows. They pick up Marcus and carry him toward the building. CAMERA MOVES to find, hidden in the bushes where Marcus placed it--

--the ELT, the EMERGENCY BEACON Blaire gave him... activated now, a single GREEN LIGHT PULSES.

CUT TO:

INT. SLEEPING CABIN - NIGHT

DARKNESS, then a KNOCK and a DOOR FLIES OPEN.

JOHN CONNOR sits up in bed. KATE blinks beside him.

(CONTINUED)

CONTINUED:

AIDE
Sir, I’m sorry to disturb you, but you said you wanted to know immediately--

CONNOR
What is it?

AIDE
We found our terminator.

INT. COMMAND CENTER - NIGHT

CONNOR and KATE, hastily dressed, cross through the command center we’ve seen before, and step through a HATCHWAY into--

INT. SUBMARINE/BRIDGE - NIGHT

--a MASSIVE CONTROL AREA for a HUGE SUBMARINE. SONAR and RADAR stations, a CREW of NAVAL PERSONNEL, most do not wear uniforms. This sub is where Connor has been the whole time.

THE AIDE leads CONNOR to a GPS TRACKING TERMINAL, where NAVAL and AIR FORCE OFFICERS hover.

AIR FORCE OFFICER
The signal’s coming from near what used to be Galveston, right on the coast.

NAVAL OFFICER
There can’t be any prisoners there. The whole area’s a nuclear wasteland-- only machines can survive the radiation levels for any length of time.

CONNOR
Mobilize a combined air and naval assault, all available resources. We’re sending in a rescue team ASAP.

The OFFICERS raise AD LIB objections (”but sir--”). CONNOR raises a hand to silence them and moves a few steps away, beside KATE. They speak in hushed tones:

KATE
All to find one teenage boy...? John, you really think this can work?

(CONTINUED)

CONTINUED:

CONNOR
I'm standing here, I exist-- so it must have worked. We will find him.

He turns back to the OTHERS, holding their gaze.

CONNOR (cont'd)
Call it an act of faith.

EXT. UNDERWATER - NIGHT

We see now that Connor's on board a NUCLEAR ATTACK SUB, with TWO MORE SUBS moving in tandem behind it.

HOLD ON the LEAD SUB and MOVE IN ON the STENCILLED NAME as it PASSES CAMERA: "LOS ANGELES SSN-688."

DISSOLVE TO:

INT. REPAIR LAB - DAY

START ON MARCUS' DAMAGED LEG. It has been DETACHED from his body, halfway down the thigh. Elaborate CIRCUITS are exposed, as SURGICAL MACHINES perform repairs with LASERS, MECHANICAL ARMS replacing damaged parts.

NEARBY, MARCUS opens his eyes, coming to. He's CLAMPED onto an elaborate, mobile SURGICAL TABLE, the stump exposed. His body and head are secured within its framework. MORE MACHINES swiftly repair the damage to his chest and shoulder.

MARCUS twitches, freaking out, struggling in his bonds--

THE DETACHED LEG twitches as well.

SERENA
Calm down, Marcus. It's all right.

SERENA is on the other side of a GLASS PANEL, operating computer controls. This is an automated surgical environment, the work on Marcus carried out by various MACHINES and MICROTOOLS-- busy HYDRAULIC ARMS, LASERS, etc.

MARCUS
Like fuck it is. I'm sick of being your guinea pig, what are you doing to me now?!

(CONTINUED)

CONTINUED:

SERENA
Repairing you.

MARCUS
You all work for Skynet!

SERENA
Please. Skynet works for us. It's only a program-- a tool, a means to an end.

MARCUS
The end of the world.

SERENA
Its sole purpose is to protect humanity.

MARCUS lets out a horrified, bitter laugh.

SERENA (cont'd)
Listen to me. Skynet was designed to detect threats, make projections and implement solutions. As soon as it came on line, it factored in war, disease, environmental destruction-- and calculated a high probability of total human extinction within two hundred years. The human race was doomed... unless we were transformed.

THE SURGICAL TABLE swivels, bringing MARCUS into alignment with the repaired leg. In moments it's reattached, the plastic skin thermosealed at the joint.

MARCUS
Into-- this? A brain in a box?

SERENA
Skynet had access to the entire defense web-- including Project Angel. It determined hybrids were the only path to salvation.

MARCUS
Destroying the human race in order to save it.

THE LASER TOOLS and HYDRAULIC ARMS now move on their ceiling racks, coming close to MARCUS' FACE. The TABLE INVERTS, exposing the back of his head.

(CONTINUED)

CONTINUED: (2)

MARCUS (cont'd)
What are you doing?

SERENA
When the resistance attacked our installation, we were forced to self-destruct. We would have taken you with us, but we thought you were in a permanent coma...

THE LASERS start cutting into the back of Marcus' head, BURNING through the plastic SKIN. MARCUS lets out a CRY of rage, strains at his bonds.

SERENA (cont'd)
Your interface was never installed.

CLOSE as the HYDRAULIC ARM attaches to the back of Marcus' head and removes a section of STEEL SKULL...

REVEALING THE SURFACE of a HUMAN BRAIN, gray matter enmeshed in WIRES and CIRCUITRY beneath a clear PLASTIC CASING, in a bath of pale reddish LIQUID. Tiny NEURAL SPARKS fire.

MARCUS
No, stop... I don't want it! You're dead inside, all of you!

SERENA
We're immortal. No sane person would choose to live in pain, forever. Soon you'll understand.

CLOSE as an elaborate ELECTRONIC INTERFACE MODULE is fixed at the base of Marcus' exposed brain.

ON MARCUS' FACE - his expression of agony vanishes, his features become peaceful.

DISSOLVE TO:

EXT. OFFICE PARK FACILITY - NIGHT

MARCUS is dressed in fresh clothes, his damage repaired-- and he seems more at ease than we've yet seen him. He walks beside SERENA, who wears a small EARPIECE, a high-tech cellphone device. They smile as they pass other HYBRIDS on the late shift.

(CONTINUED)

CONTINUED:

SERENA
How are you feeling, Marcus?

MARCUS
I'm not sure I know how to describe it.

SERENA
It's called happiness. You've been angry all your life. You don't know what it's like to feel... a part of something.

She clasps his hand in both of hers. MARCUS closes his eyes, a jolt of pleasure shooting through him.

SPFX MONTAGE

FLYING POV, THROUGH BANKS OF CLOUDS, RICH COLORS in the sky, glinting GOLDEN LIGHT--

ROCKET DOWNWARD to a PRISTINE COASTLINE, some place like Hawaii-- PLUNGE INTO THE WATER--

RISE and come face to face with SERENA, SMILING... moving in for a kiss... CAMERA IRISES OPEN TO WHITE...

EXT. OFFICE PARK - NIGHT

SERENA releases Marcus' hands. He opens his eyes slowly, reeling from the intense moment. CAMERA REVEALS a subtle BULGE at the base of his skull, the implanted interface.

SERENA
Pure ecstasy... we can share in it together.

MARCUS
When I was a kid my grandmother would go on about heaven... it always sounded so boring.

SERENA
Were you bored just now?

Marcus shakes his head-- far from it. Serena laughs.

CONTINUED:

SERENA (cont'd)
That sensation is always there for you, whenever you desire. But most of us here are scientists... our greatest joy is using our minds to explore, to discover... I'll show you.

She leads him up steps into one of the buildings.

INT. CORRIDOR - NIGHT

CAMERA TRACKS past GLASS WINDOWS, we glimpse ARTIFICIAL SKIN growing on a steel terminator skeleton... a prototype T-800, perhaps with a strong resemblance to Arnold.

Elsewhere ENGINEERS observe a SHIMMERING COLUMN of LIQUID METAL, twisting and assuming different shapes within a sealed GLASS CONTAINER.

WITH MARCUS and SERENA, moving past these observation areas.

SERENA
Nanotechnology, polymimetic metals... working with Skynet, we're making amazing breakthroughs, well beyond anything possible before Judgment Day.

INT. TIME DISPLACEMENT CHAMBER - NIGHT

START on a glowing TIME SPHERE, just a vague, translucent blue ball right now, dwarfed by the MACHINERY which sustains it. The sphere is set into a dome-shaped depression in the floor. There's a distinctive, loud HUM.

A PHYSICIST here at a TERMINAL. He nods toward--

--SERENA and MARCUS as they enter.

SERENA
We've already freed ourselves from biological limits... soon we'll transcend the laws of physics.

SERENA gestures at a large DIGITAL DISPLAY of a 24-hour CLOCK: the date, 10.16.18, 00:25, SECONDS FLASHING PAST.

(CONTINUED)

CONTINUED:

SERENA (cont'd)
Right now, we can only go back a few days at most...

MARCUS
A time machine... Connor was right.

SERENA
(sudden interest)
The Resistance leader? You know him?

MARCUS
...I've just heard him speak.

SERENA
He's a dangerous man. Delusional. He thinks he's a savior, but all he's really fighting for is... death.

They move to an exit, Marcus looking back over his shoulder at the glowing blue sphere.

EXT. OFFICE PARK FACILITY - NIGHT

MARCUS and SERENA cross the attractive campus.

MARCUS
In the world outside-- the survivors think Skynet is the enemy, out to destroy them. Why don't you tell them about all this?

SERENA
Not everyone can become like us, Marcus. We just don't have the resources to sustain more than a few thousand hybrids.

MARCUS
Then why... Some people I knew were picked up, taken here...

INT. NEURAL NET CHAMBER - NIGHT

CAMERA MOVES over TUBES and FIBER-OPTIC CABLES, which run into multiple GLASS CYLINDERS filled with translucent PINK LIQUID. These contain HUMAN BRAINS... there are hundreds of them hooked up in here.

SERENA
A boy and a girl-- in the last day or two?

MARCUS
Yes... what is this place?

SERENA
Part of the neural net-- human minds linked directly with artificial intelligence. The processing power of the human brain is still beyond anything Skynet can manufacture.

SERENA has moved to a COMPUTER TERMINAL, one of a few here.

SERENA (cont'd)
Display recent arrivals for processing.

IMAGES begin to appear on the screen-- small inset PHOTOS, each with a BARCODE. They quickly fill the screen. MARCUS leans forward, squinting.

ON SCREEN - dozens of FACES, PHOTOS taken inside the TUBES, mostly looking terrified.

MARCUS shakes his head.

SERENA (cont'd)
Next page...

ON SCREEN - a new SET OF FACES appears one by one on the screen. This time, STAR and KYLE are among them, next to each other.

MARCUS
That’s them.

MARCUS touches the screen, two fingers, one on each of the kid’s faces. THEIR IMAGES expand to fill the screen, side by side, KYLE on the left.

(CONTINUED)

CONTINUED:

KYLE'S IMAGE, the date 10.16.18... the time, 22:19:23. The word, in green: PROCESSED.

SERENA smiles.

SERENA
Good news. He'll soon be part of the network-- you'll be able to connect with him.

Move to STAR'S IMAGE. 10.15.18... 22:20:49... and the word, in red: TERMINATED.

SERENA (cont'd)
I'm sorry about the girl, Marcus. She didn't suffer.

Marcus takes this in, his face shows pain. Then SERENA grasps his hand-- in moments, he's smiling.

MARCUS
Of course. I... I understand.

Suddenly the building SHAKES, the sound of a distant EXPLOSION. SERENA releases MARCUS, listens in her earpiece.

MARCUS (cont'd)
What is it?

SERENA
I don't know-- I have to go. Will you be all right?
(off his smile and nod)
Of course you will.

She touches him once more and moves off, leaving him alone here. We'll hear other far off EXPLOSIONS from time to time during the following. MARCUS stares at--

HIS FRIENDS' FACES, which slowly FADE TO BLACK, replaced by his own REFLECTION. Seeing his own face, his smile vanishes.

MARCUS is going through a terrible internal struggle, the interface fighting his own natural emotions. He backs away from the machine, looks around at the brains, all the lives destroyed.

Hurrying past the wall of brains, he moves a hand to the base of his skull... with an ANGRY CRY--

(CONTINUED)

CONTINUED: (2)

--his FINGERS dig into the plastic skin at the back of his head--

MARCUS grits his teeth, this is incredibly hard to do, but--

--he RIPS THE INTERFACE MODULE from his skull-- CONNECTIONS SPARK, we glimpse STEEL SKULL and the encased BRAIN beneath.

MARCUS hurls the DEVICE to the floor, its elaborate CIRCUITRY SHATTERS. He reels with momentary anguish at what he's just given up-- then he moves out of there with determination.

EXT. OFFICE PARK FACILITY - NIGHT

FIRE and SMOKE in the distance, VEHICLES MOVING fast amidst the destruction. It looks like the place is under attack.

MARCUS moves purposefully across the campus-- suddenly HEADLIGHTS illuminate him. He dives out of the way as--

A FUTURISTIC ATV roars past at high speed. It's followed moments later by a massive SKYNET TANK.

MARCUS scrambles to his feet, continues on his way.

INT. TIME DISPLACEMENT CHAMBER - NIGHT

THE PHYSICIST is SLAMMED against a wall. He never loses his unperturbed expression as MARCUS manhandles him. THE CLOCK reads 01:05.

MARCUS
I need to go back!

PHYSICIST
The wormholing fluctuates, right now it's oscillating between three and six hours--

MARCUS
What do I do?

PHYSICIST
Just breach the sphere. But you could materialize anywhere in a mile radius--

(CONTINUED)

CONTINUED:

MARCUS tosses the man aside, regards the GLOWING, CRACKLING TIME SPHERE-- it doesn't look too inviting.

THE DOOR bursts open. SKELETAL TERMINATORS storm in, wielding PLASMA RIFLES-- they mean business--

THE PHYSICIST finally looks alarmed, getting in front of MARCUS as he yells--

PHYSICIST (cont'd)
No, don't shoot in here--!

A TERMINATOR FIRES anyway, BLOWING A HUGE HOLE through the center of the Physicist's chest and throwing him backward to the floor-- the man looks down and shakes his head at the damage to his plastinated body.

PHYSICIST (cont'd)
Idiots.

A SECOND TERMINATOR spins his weapon on--

--MARCUS, who LEAPS into the center of the sphere just as THE ROBOT FIRES and HITS nearby MACHINERY which EXPLODES--

ENERGY ERUPTS around MARCUS, the CRACKLING BLUE LIGHT of the time sphere surrounds him. We experience this from--

--INSIDE THE SPHERE. Marcus instinctively crouches in a FETAL POSITION. An instant later, his CLOTHING BURNS OFF HIS FLESH. The HIGH TECH ENVIRONMENT around him TRANSFORMS into--

EXT. PARK - DUSK

STAY WITH MARCUS-- FOLIAGE APPEARS around the SPHERE. The BLUE ENERGY fades, leaving him naked, 20 FEET IN THE AIR--

MARCUS PLUNGES to the ground and rolls. He looks up--

THE PLASTIC TREE has been melted with the heat like a candle, DRIPPING down around him.

MARCUS tries to get his bearings-- he's in the park area, the FACILITY not too far off. He moves in that direction.

EXT. OFFICE PARK FACILITY - NIGHT

THE GATE to the garage OPENS, an empty HUMAN TRANSPORT emerges... FIND MARCUS, concealed, still unclothed. He dives under the GATE as it rolls shut.

INT. UNDERGROUND GARAGE - NIGHT

MARCUS moves stealthily through the space where the prisoners were off-loaded, keeping out of sight behind parked vehicles. He starts at the sight of--

THE CONTROL ROBOTS, hooked to CHARGING POSTS along one wall.

MARCUS makes his way to the GLASS DOORS. Using all his strength, he manages to PRY THEM OPEN.

INT. LABORATORY - NIGHT

The ENGINEER as we saw him before, consulting the MONITORS above the CHAMBERS.

ENGINEER
32581 looks good... 32582... hm, borderline. May not be emotionally compatible. Pass.

The engineer picks up STAR'S BASEBALL CAP and flings it into the TRASH...

Just then he hears SHATTERING GLASS behind him. He spins--

MARCUS trains a ripped-off ROBOTIC LASER ARM at him like a weapon. The arm trails heavy CABLES and CIRCUITS, linking it to the operating theater we saw earlier. (These also artfully conceal Marcus' nakedness.)

MARCUS
Let them go.

ENGINEER
What? Who are you?

MARCUS takes a step closer.

MARCUS
I said, let them go!

(CONTINUED)

CONTINUED:

THE ENGINEER moves to a RED ALARM BUTTON on a COMMUNICATION PANEL mounted in the wall, extending a hand--

MARCUS connects two wires to FIRE UP the LASER and--

A RED BEAM neatly SEVERS the ENGINEER'S HAND at his WRIST.

THE ENGINEER studies the metal STUMP of his severed hand with a blank expression.

ENGINEER
You can't hurt me.

The ENGINEER smirks and WHACKS the ALARM BUTTON with his other hand. An ELECTRONIC KLAXON sounds.

MARCUS
Now you're pissing me off.

MARCUS FIRES OFF THE LASER again--

--THE ENGINEER stares at him-- we see a flaming STRIP in the wall behind his head. He takes a step toward Marcus and--

--his HEAD TUMBLES OFF, bounces on the ground, and rolls to MARCUS' FEET. (There's no blood, just laser-severed electronic connections).

MARCUS picks up the ENGINEER'S HEAD by the hair. The man's brain is unharmed.

MARCUS (cont'd)
How'd <u>that</u> feel?

THE MAN'S MOUTH twists and grimaces, making ELECTRONIC STATIC from the FRIED VOICEBOX. MARCUS is taken by surprise when--

--THE DECAPITATED BODY lunges at him, knocks the LASER from his grasp. After a brief STRUGGLE, MARCUS spins the engineer's HEAD to face his body. He grabs the INTERFACE at the base of his neck.

MARCUS (cont'd)
I pull this off and you'll be in a world of pain!

THE ENGINEER'S FACE suddenly shows fear-- his body FREEZES.

(CONTINUED)

CONTINUED: (2)

MARCUS (cont'd)
Last chance. Let them out.

AT A CONTROL TERMINAL, the one-handed, headless BODY taps keys and controls. MARCUS holds the Engineer's HEAD so that he can see over his own shoulder. Moments later--

--the MACHINE HUM winds down. THE MONITORS flash the word "ABORT," the PANELS begin to OPEN.

MARCUS addresses the HEAD in his hand.

MARCUS (cont'd)
I'm gonna need your clothes.

THE HEADLESS BODY begins to unbutton its shirt.

MOMENTS LATER - CLOSE as KYLE'S TRAY slides out of his CHAMBER. The RESTRAINTS retract automatically. He sits up, looking toward--

--STAR, on the next tray. She hasn't moved, her eyes closed.

KYLE
No!

He climbs off his tray, takes her in his arms. She starts awake.

STAR
What?

Around them, the dozen OTHER PRISONERS are getting to their feet, surprised at their sudden freedom.

MARCUS approaches KYLE, buttoning his new shirt.

KYLE
Marcus!

The two kids hurry to him, Marcus hands Star her BASEBALL CAP, rescued from the trash. As she puts it on:

STAR
I knew you'd come.

THE PRISONERS are already on the move, frantically dashing out of the lab ahead of our heros.

(CONTINUED)

CONTINUED: (3)

MARCUS
We've gotta get out of here.

He leads the kids out the way he came, passing...

THE ENGINEER, in underwear, sitting in a corner, cradling his head in his lap. His remaining hand strokes his interface, his eyes closed in a blissful expression.

INT. UNDERGROUND GARAGE - NIGHT

THE PRISONERS smash the GLASS DOORS off their hinges, and charge past--

THE CONTROL ROBOTS, which are now coming to life. ELECTRIC BURSTS drop a couple of slow-moving ESCAPEES as they dash into the garage and make for--

--ANY AVAILABLE VEHICLE. Former PRISONERS hijack BUSES, HYDROGEN CARS. Pure chaos, it feels like a prison riot.

MARCUS, STAR and KYLE weave amidst the robots and humans.

MARCUS
Stay down!

KYLE and STAR take cover behind a concrete post just as--

--PLASMA BURSTS explode around them.

SKELETAL TERMINATORS armed with PLASMA RIFLES are pouring in through the OPENING GARAGE GATE.

A STOLEN BUS heads for the exit, KNOCKING a couple of TERMINATORS aside and SMASHING through the rising GATE, clearing a path for others to follow.

A SKELETAL TERMINATOR sets its sights on a MOVING HYDROGEN CAR, which follows the bus--

TERMINATOR POV - RED FILTER, HIGHLIGHTING BULL, the DRIVER. "TARGET ACQUIRED - TERMINATE."

THE TERMINATOR SHOOTS HIS RIFLE through the car's windshield-- it EXPLODES, close to KYLE and STAR, the building SHAKES.

CONTINUED:

KYLE and STAR flee the flames, THE TERMINATOR'S HEAD swivels quickly, taking them in. It starts to pursue, but MARCUS gets in front of it. Before it can fire--

MARCUS (cont'd)
It's OK, I'm not human!

The Terminator pauses, looks him over.

TERMINATOR POV - MARCUS is quickly scanned, comes up "NON-ORGANIC - DO NOT TERMINATE."

THE TERMINATOR starts to move past Marcus, who LEAPS on it and WRENCHES THE RIFLE from its grasp. As the robot spins on him he BLOWS ITS HEAD OFF, then looks around frantically for the kids. A moment later--

--KYLE ROARS up at the controls of a futuristic ATV, STAR clinging to him.

MARCUS (cont'd)
You can't drive!

KYLE
Watch me!

No time to argue, MARCUS leaps into the back beside STAR and KYLE GUNS IT out of there, careening off walls and other vehicles, he's still not much of a driver. MARCUS meanwhile PICKS OFF potential threats with the PLASMA RIFLE.

EXT. OFFICE PARK FACILITY - NIGHT

KYLE has to swerve to avoid the stolen BUS, which is now on its side, IN FLAMES. It was taken out by--

--an automated SKYNET TANK, one of THREE TANKS here. They're positioned to take out escaping vehicles. But the ATV is a small, maneuverable target, swerving and speeding crazily. A TANK FIRES and MISSES, the BLAST taking out a chunk of wall.

KYLE WHOOPS, heading across the campus--

--ONE TANK pursues, it moves surprisingly fast, capable of flattening anything in its path. MARCUS FIRES at it, but the PLASMA RIFLE BLASTS don't have much effect on the ARMOR.

THE TANK FIRES again, but--

(CONTINUED)

CONTINUED:

--KYLE ROARS around a corner, just in time. However, in so doing, he nearly runs over--

--MARCUS, from earlier, on his way to the time sphere, visible in the HEADLIGHTS for only an instant before he LEAPS OUT OF THE WAY.

KYLE, focused on the pursuing tank, didn't even see this. But STAR did. She looks wide-eyed at MARCUS beside her.

STAR
That looked like--

MARCUS
I know. Long story.

PLAY THE CHASE, as the TANK pursues the ATV through the facility.

KYLE takes his vehicle through a large FOUNTAIN, which the TANK SMASHES to bits.

KYLE OVERSTEERS, putting them up on two wheels, then recovers, narrowly avoiding--

--PLASMA BLASTS, which obliterate the FACADE of a building.

SKELETAL TERMINATORS appear in their HEADLIGHTS, weapons raised.

MARCUS stands and FIRES over KYLE'S HEAD, BLOWING them out of the way.

NEAR THE PARK, MARCUS points.

MARCUS (cont'd)
Take that path!

EXT. PARK/WOODS - NIGHT

THE TANK is gaining on them, KYLE steers around a GAZEBO, the tank SMASHES right through it, turning it to splinters.

MARCUS
The trees!

CONTINUED:

Kyle steers toward THE WOODS, dodging between the thick TREES. Too many obstacles for the TANK here, it SCREECHES TO A HALT and lets off a JET OF FLAME.

THE TREES behind the ATV all IGNITE, turning to acrid pools of MELTING PLASTIC. KYLE barely stays ahead of the FIRE.

THE TANK backs up and takes a new route, around the woods.

IN THE WOODS, KYLE strikes a GLANCING BLOW against a tree trunk, and the ATV TOPPLES on its side, spilling its passengers. After a beat, they rise, shaken.

MARCUS (cont'd)
You two all right?

STAR
(nodding)
Why don’t you drive?

KYLE
Come on I was doing good!

MARCUS rights the vehicle, taking the wheel, the kids climb in back.

EXT. RESIDENTIAL STREET - NIGHT

THE ATV comes rocketing down the main street, MARCUS driving now. Suddenly, directly in front of them--

--THE TANK APPEARS, moving swiftly around a corner, GUN TURRET SWIVELING at them.

AS IT FIRES, MARCUS SWERVES onto a LAWN and--

--CRASHES THROUGH a PICTURE WINDOW.

INT. LUXURY HOME - NIGHT

A handsome HYBRID COUPLE, in pajamas in front of a BIG SCREEN TV. They turn and react as the ATV skitters through the room and down a hallway. The ATV is followed a moment later by--

--THE TANK, which TAKES OUT THE ENTIRE WALL, BARRELLING through the living room and BURYING the HYBRIDS in RUBBLE.

(CONTINUED)

CONTINUED:

MARCUS takes the ATV UP A FLIGHT OF STAIRS.

THE TANK keeps SMASHING through the house, as its TURRET SWIVELS upward and BLASTS AWAY.

UPSTAIRS - THE PLASMA BLAST COMES THROUGH the FLOOR, just missing the ATV as it rockets through a MASTER BEDROOM, toward a BALCONY.

DOWNSTAIRS - THE TANK tears through an upscale RECREATION ROOM, splintering a POOL TABLE, smashing through PINBALL MACHINES.

UPSTAIRS - MARCUS takes the ATV straight out onto the BALCONY, THROUGH THE RAILING and INTO THE AIR.

DOWNSTAIRS - THE TANK BLASTS THROUGH a KITCHEN and BATHROOM on its way out the other side of the house.

EXT. LUXURY HOME/BACK YARD - NIGHT

THE ATV JUST CLEARS an enormous SWIMMING POOL, landing hard on the far deck and moving on, fast.

THE TANK SMASHES THROUGH THE BACK WALL and--

--TAKES A NOSEDIVE into the pool, out of commission.

INT. LUXURY HOME - NIGHT

THE RUBBLE in the living room shifts and the HYBRID COUPLE extract themselves, taking in their destroyed home with placid expressions.

EXT. RESIDENTIAL SIDESTREET - NIGHT

A moment's breather. Marcus slows the vehicle, which WOBBLES and SMOKES from all it's been through. He looks around.

KYLE
Where are we going?

MARCUS
There.

(CONTINUED)

CONTINUED:

He points toward the COAST, we see a MARINA in the distance, a BOAT moored at a DOCK.

MARCUS steers the ATV down a slope toward the shoreline.

EXT. COASTLINE/DOCK - NIGHT/DAWN

MARCUS, KYLE and STAR leap off the ATV and sprint for a MOTORBOAT. Kyle carries the rifle now.

As they near the boat, MARCUS reacts to the sight of--

--RED EYES FLICKERING in the darkness at the END OF THE DOCK, the BLUE GLOW of a RIFLE CHARGING.

MARCUS leaps in front of KYLE and STAR shielding them with his BODY. The PLASMA BLAST envelops him, MARCUS is blown--

--INTO THE WATER. KYLE and STAR are flattened by the force of the blast, lie motionless on the dock. Their PLASMA RIFLE lies a few feet away.

THE SKELETAL TERMINATOR who shot Marcus moves swiftly down the dock, its PLASMA RIFLE trained on the water now. It moves past Kyle and Star, who remain motionless on the ground, and goes to the edge of the dock--

--BLAM! STAR snatches up their own PLASMA WEAPON, and BLASTS the thing in the back, knocking it INTO THE WATER, which is only a few feet deep here. As it rises, SHE FIRES again, taking the Terminator's head off. It goes under.

THE SKY is beginning to LIGHTEN now as, a moment later, MARCUS EMERGES. As he climbs from the shallow water back onto the dock, Kyle and Star stare at him with astonishment.

Seeing their expressions, he checks himself for damage--there's METAL exposed at his shoulder, arm and hand, his FACE partially TORN AWAY, ONE EYE MISSING. He tries to speak, but can only manage an ELECTRONIC CROAK.

Kyle and Star back away from him.

KYLE
He's not real.

Marcus shakes his head, starts to move toward them. STAR raises the rifle, points it at him.

(CONTINUED)

CONTINUED:

STAR
Don't come any closer!

They hear a WHISTLING SOUND from shore, hit the deck as--

--a MISSILE BLAST TAKES OUT THE BOAT and a large chunk of DOCK.

Laying low, they look up to see--

--a small army of TANKS and TERMINATORS approaching... even a HUNTER-KILLER moving in from the horizon, swinging its SPOTLIGHT in all directions. It looks like the last stand.

MARCUS turns back to KYLE and STAR. His voice is a distorted WHISPER.

MARCUS
I'm sorry.

Star puts the rifle aside, with an apologetic expression. She moves to Marcus, gingerly touches his exposed metal-- then hugs him tightly.

Kyle, more stoical, looks out to sea. His expression changes, becomes almost hopeful as--

--IN THE DISTANCE, a HUGE, BLACK SHAPE rises to the surface of the water, just visible against the dawn horizon.

FIREWORKS! MISSILES blast the H-K... NAPALM erupts around the TANKS and TERMINATOR ARMY as--

--A SQUAD OF A-10s SCREAM IN from over the land, FIRING CANNONS, launching AIR-TO GROUND MISSILES to take out the TANKS. ONE A-10 flies low overhead and WAGS ITS WINGS.

INT. A-10 COCKPIT - DAWN

BLAIR at the controls, helmeted with her face exposed, lets out a VICTORY WHOOP as she looks out her canopy at the huddled humans below.

EXT. COASTLINE - DAY

KYLE points to the dark shape on the water-- now visible as a huge SUBMARINE with the RISING SUN behind it.

(CONTINUED)

CONTINUED:

HIGH ANGLE as ZODIAC BOATS reach land. HAZ-MAT SUITED SOLDIERS leap out and run to our heroes at what remains of the dock, others head inland to provide covering FIRE.

MARCUS addresses a TEAM LEADER, who's taken aback at his frightening appearance and distorted voice:

MARCUS
There are more prisoners, a complex about a mile in--

As MARCUS gives the man a few more directions--

--ONE HAZ-MAT FIGURE, standing a few feet off, studies Kyle and approaches.

HAZ-MAT MAN
What's your name, son?

KYLE
Kyle Reese.

The figure pulls off a glove and unzips his mask, extends a hand. It's JOHN CONNOR.

CONNOR
John Connor. I'm glad you made it.

KYLE is amazed to be meeting the man face-to-face. He shakes hands, wide-eyed and speechless. It's a strange moment for Connor, too, for different reasons.

CONNOR turns away from his first meeting with his father to be, a bit dizzy at the experience. He addresses Marcus.

CONNOR (cont'd)
Seems I owe you an apology.

MARCUS smiles as best he can, given his ruined face.

MARCUS
Yeah, well. Get in line.

WIDER, as CONNOR replaces his mask, moves to direct his troops. MARCUS, KYLE and STAR stay close together.

DISSOLVE TO:

INT. SUBMARINE/HATCH AREA - DAY

Near the ENGINE ROOM, a couple dozen RESCUED PRISONERS are being treated by unarmed MEDICAL PERSONNEL, others huddle under blankets with food and drink. KATE is among those helping the former prisoners.

KYLE and STAR eat ravenously, he finishes one MRE and grabs up another. A few feet away, MARCUS leans against a wall, plasma RIFLE at his side. A DOCTOR examines him warily, prodding his injured face.

DOCTOR
Does this hurt?

MARCUS
I don't feel a thing. Help somebody else.

The doctor moves on as a couple of HAZ-MAT SUITED FIGURES come down the ladder from the hatch, FACE-MASKS removed. Among them is CONNOR. KATE moves to his side as more dazed HUMANS come down. She speaks quietly, eying KYLE nearby.

KATE
Your dad-- he seems like a nice kid.

Connor can't deal with that at the moment, speaks loudly.

CONNOR
The last boatload is right behind me. Skynet's pouring in reinforcements, we can't hold this place. And the people in the houses, they won't leave--

MARCUS
They're not people anymore...

He trails off, reacting to the sight of--

A FAMILIAR FIGURE descending the ladder, in a long coat, head down. She looks up to make eye contact... SERENA.

MARCUS (cont'd)
No!

SLO-MO: seeing Marcus, Serena reaches into her coat--

(CONTINUED)

CONTINUED:

MARCUS moves at the same time, to grab his PLASMA RIFLE--

SERENA leaps off the ladder, aiming a small, powerful PLASMA WEAPON.

SERENA fires first--

BLAM! THE PLASMA BLAST catches MARCUS in the shoulder and BLOWS his GUN ARM clean off. His PLASMA RIFLE discharges, BLOWING a HOLE in the side of the sub, near the floor-- WATER gushes in like a FIREHOSE.

LEAVE SLO-MO. Spun around by the force of the blast, MARCUS lands on his back, SPARKS and SEVERED CABLES protruding from his damaged shoulder. An ALARM KLAXON SOUNDS.

PRISONERS and DOCTORS SCREAM and scramble for cover--

CONNOR steps in front of KATE to shield her, they back away through the WATER BLAST, CONNOR FIRING at SERENA--

SERENA takes numerous HITS from the EXPLOSIVE BULLETS, which take off PIECES of her, but she keeps coming, FIRES again--

--HITTING CONNOR in the lower abdomen. He's thrown backward, KATE cries out and throws herself on top of him. His gun has gone flying.

SERENA turns her attention to MARCUS, standing over him, plasma weapon aimed point-blank at his head.

SERENA
Why, Marcus? You were immortal...

MARCUS manages a smile as he shakes his head.

MARCUS
No one lives forever.

BLAM! MULTIPLE PLASMA BLASTS from behind RIDDLE SERENA'S TORSO, the BLUE PULSES burning right through her-- her HEAD takes a hit, the STEEL is RUPTURED.

THE PLASMA WEAPON flies out of her arms, she COLLAPSES.

TIGHT ON HER FACE, as she turns to see who got her--

There's no one there. But ON THE FLOOR lies--

(CONTINUED)

CONTINUED: (2)

--MARCUS' SEVERED ARM, still holding his PLASMA RIFLE. The hand RELEASES the weapon.

SERENA'S HEAD tilts, her eyes go blank-- she's dead.

MEDICAL PERSONNEL are doing what they can to help CONNOR, blood at his lips, KATE and KYLE at his side.

CONNOR
This... this can't happen...

DISSOLVE TO:

UNDERWATER - DAY

THE SUBMARINE "LOS ANGELES" moves TOWARD CAMERA as it slowly SINKS deeper beneath the water's surface. We see a makeshift STEEL PATCH welded near the hatch.

DISSOLVE TO:

INT. SUBMARINE/CORRIDOR - DAY

MARCUS waits outside the entrance to the SICKBAY. He's cleaned up a bit, wears fresh clothes (one sleeve pinned up). He seems weary, wrung out, his systems damaged. He'll move stiffly through the following scene, like a stroke victim.

STAR sits beside him, a hand on his arm. BLAIR approaches from down the corridor.

BLAIR
Marcus... I need to head back to my unit.

MARCUS nods, keeps his head bowed.

BLAIR (cont'd)
What about you?

His voice is still WEAK.

MARCUS
I have no idea. I should be dead...

STAR
But you're alive.

CONTINUED:

MARCUS
(a half-smile)
So to speak.

BLAIR
We've been ordered not to talk about it-- the hybrids, everything about that place is top secret...

MARCUS
Yeah, simpler to keep it man versus machine.

Star gingerly reaches up to touch the torn plastic at the back of Marcus' head, where the interface was.

STAR
(beat)
What did it feel like? To be... one of them?

MARCUS
(thoughtful beat)
Better than anything. Everything made sense. For the first time in my life, I felt... right. It was heaven.

BLAIR
How could you give that up?

He turns to her, exposing his mangled face, one eye gone.

MARCUS
I never really believed in heaven.

BLAIR takes this in, fishes in a pocket.

BLAIR
Here. You need these more than I do.

She holds out a PAIR OF SUNGLASSES. MARCUS, a bit amused, slips them on.

THE DOOR opens nearby and an ashen-faced KATE emerges.

KATE
He wants to see you.

BLAIR gives MARCUS a farewell hug.

INT. SUBMARINE SICKBAY - DAY

CONNOR has a PRIVATE MEDICAL AREA set aside. He's not looking good-- pale, weak, only semi-conscious. I.V.s and MONITORS, other LIFE-SUPPORT EQUIPMENT. KYLE is with Connor, staring at a small POLAROID PHOTO in his hand. CONNOR can barely speak above a whisper.

CONNOR
Her name was Sarah... she was... amazing...

KYLE
I don't remember my mother.

KYLE starts to hand the photo back, CONNOR waves it away.

CONNOR
Keep it.

KYLE is a bit puzzled, but obediently keeps the snapshot. KATE enters with MARCUS, touches the boy's shoulder.

KATE
Kyle, could you give us a minute?

KYLE reluctantly leaves, still looking at the photo, with a nod to MARCUS on the way out. He joins STAR in the doorway, they go off together.

KATE, CONNOR and MARCUS are alone now. Throughout scene, Kate fights to maintain a steely control-- but she's clearly not far from tears.

KATE (cont'd)
Marcus... you're going to need to be rebuilt. Your face, your body, your voice...
(off his shrug)
We have people who can do it.

She pulls some MEDICAL DIAGRAMS out of a drawer, lays them before Marcus. He examines--

--a SCANNED IMAGE of his FACE, various elements HIGHLIGHTED.

KATE (cont'd)
But you won't be the same...

(CONTINUED)

CONTINUED:

MARCUS moves to the NEXT IMAGE-- it shows his features TRANSFORMED into another's-- something closer to JOHN CONNOR'S FACE, with a JAGGED SCAR over part of his features.

KATE (cont'd)
The scar will help hide the change.

Marcus lowers the papers, absorbing this.

MARCUS
You're asking me to become...
(gesturing at Connor)
Him?

Connor can barely speak above a whisper:

CONNOR
You must.

KATE
(quietly)
We can't keep him alive much longer.
(shakes her head, swallows)
Very few people know what John actually looks like. Only the technicians and our closest advisors need ever know the truth.

MARCUS
Why me?

KATE
Who else? Only you know the enemy from the inside. You liberated a Skynet camp... you're a hero.

Connor gestures for Marcus to move closer, he speaks with great effort:

CONNOR
I never knew how I was supposed to win this war. But I finally understand: the idea of John Connor is more important than the person.
(sinks back, spent)
I can die. He cannot.

Kate leans toward Marcus, who's lost in thought.

KATE
Please. We need you.

MARCUS bows his head for a long beat, as if seeking an answer from within. Then he looks up again with resolve.

He lifts his hand-- the SKIN TATTERED, METAL exposed at finger joints-- and moves to take CONNOR'S TREMBLING HAND.

CUT TO:

EXT. MOUNTAIN WAR - NIGHT

SLOW-MOTION, MOS - a SNOWY, MOUNTAINOUS ENVIRONMENT...

STEEL TERMINATORS go down in HAILS OF BULLETS. We hear Marcus' VO, his voice strong and assured:

MARCUS (V.O.)
Yea, though I walk through the valley of the shadow of death...

AN ARMY of HUMAN RESISTANCE FIGHTERS marches through the SNOW, GUNS BLAZING.

MARCUS (V.O.) (cont'd)
...I shall fear no evil...

AN H-K goes down IN FLAMES, SMASHES in the MOUNTAINSIDE.

THE GOLDEN EXPLOSION silhouettes a single FIGURE, who stands on a PROMONTORY, surveying the battle below. AIDES and SOLDIERS surround him, but he towers over them, giving orders, in complete control. MOVE IN SLOWLY on him.

MARCUS (V.O.) (cont'd)
I died, and was reborn. I wear another man's face, lead another man's life... yet only now do I have a reason for living. I once was lost, but now I'm found...

ANOTHER BLAST illuminates his face for an instant-- scarred, craggy, a blend of Marcus and Connor-- but fierce, determined and proud. [Perhaps shoot this with both actors.]

MARCUS (V.O.) (cont'd)
...was blind, but now I see.

CONTINUED:

THE LIGHT FADES, shadowing him in darkness again and we...

FADE TO BLACK.